

# Form 1023 Checklist

## (Revised December 2013)

### Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- |            |  |            |  |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes <input checked="" type="checkbox"/> No ___ |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Pg.1, Article 5, (a)
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Pg. 2, Article 5, (d)
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
- Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011



**Application for Recognition of Exemption**  
**Under Section 501(c)(3) of the Internal Revenue Code**  
(Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

(00) OMB No. 1545-0056  
Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document) <b>Merced Bicycle Coalition</b>		<b>2</b> c/o Name (if applicable)
<b>3</b> Mailing address (Number and street) (see instructions) <b>731 E. Yosemite Avenue</b>	Room/Suite <b>Ste. B # 427</b>	<b>4</b> Employer Identification Number (EIN) <b>32-0433874</b>
City or town, state or country, and ZIP + 4 <b>Merced, CA 95340-8039</b>		<b>5</b> Month the annual accounting period ends (01 - 12) <b>12</b>
<b>6</b> Primary contact (officer, director, trustee, or authorized representative) a Name: <b>Justin Hicks</b>		b Phone: <b>909-709-6980</b> c Fax: (optional)
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9a Organization's website: <b>www.mercedbicyclecoalition.org</b>		
b Organization's email: (optional) <b>info@mercedbicyclecoalition.org</b>		
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <b>06 / 19 / 2013</b>		
<b>12</b> Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.		

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No** *SEE EXHIBIT A*
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No** *SEE EXHIBIT B*

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): ☒ *Page 1, Article 5, Paragraph (a)*
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. *Page 2, Article 5, Paragraph (d)*
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

**Part IV Narrative Description of Your Activities** *SEE EXHIBIT C*

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Justin Hicks	Chair	731 E. Yosemite Ave. Ste.B #427 Merced, CA 95340	0
Dwight Ewing IV	Vice Chair	731 E. Yosemite Ave. Ste.B #427 Merced, CA 95340	0
Hannah Ewing	Secretary	731 E. Yosemite Ave. Ste.B #427 Merced, CA 95340	0
Thomas Hothem	Treasurer	731 E. Yosemite Ave. Ste.B #427 Merced, CA 95340	0
Madison Toel	Member at Large	731 E. Yosemite Ave. Ste.B #427 Merced, CA 95340	0

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A			

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business** relationships? If "Yes," identify the individuals and explain the relationship. ☒ **Yes** ☐ **No**
- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ **Yes** ☒ **No**
- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ **Yes** ☒ **No**
- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ **Yes** ☒ **No**
- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use. **SEE ATTACHMENTS**
- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ **Yes** ☐ **No**
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ **Yes** ☐ **No**
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ **Yes** ☐ **No**

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ Yes ☐ No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ Yes ☐ No

SEE ATTACHMENTS

- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No

- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☒ Yes ☐ No

- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ Yes ☒ No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ Yes ☒ No

- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ Yes ☒ No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☒ Yes ☐ No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☒ Yes ☐ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☒ Yes ☐ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☒ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

**4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ **Yes** ☐ **No**

- |   |   |
|---|---|
| <input type="checkbox"/> mail solicitations                         | <input type="checkbox"/> phone solicitations  |
| <input checked="" type="checkbox"/> email solicitations             | <input checked="" type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations          | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations                        |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input type="checkbox"/> Other  |

Attach a description of each fundraising program.

**b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

**c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

**d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

**e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

**b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ **Yes** ☒ **No**



**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ Yes ☒ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

**Part VIII Your Specific Activities (Continued)**

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. ☐ Yes ☒ No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. ☐ Yes ☒ No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. ☐ Yes ☒ No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. ☐ Yes ☒ No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. ☐ Yes ☒ No
- 20 Is your main function to provide **hospital** or **medical care**? If "Yes," complete Schedule C. ☐ Yes ☒ No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F. ☐ Yes ☒ No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. ☐ Yes ☒ No

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From 1/1/15 To 12/31/15	(b) From 1/1/14 To 12/31/14	(c) From 6/19/13 To 12/31/13	(d) From 1/1/16 To 12/31/16		
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	715	8325	8499	1500		
	2 Membership fees received	428	304	35	500		
	3 Gross investment income						
	4 Net unrelated business income						
	5 Taxes levied for your benefit						
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)						
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)						
	8 Total of lines 1 through 7	1143	8629	8534	2000		
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	1500			500		
	10 Total of lines 8 and 9	2643	8629	8534	2500		
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)						
	12 Unusual grants						
	13 Total Revenue Add lines 10 through 12	2643	8629	8534	2500		
Expenses	14 Fundraising expenses						
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)						
	16 Disbursements to or for the benefit of members (attach an itemized list)						
	17 Compensation of officers, directors, and trustees						
	18 Other salaries and wages						
	19 Interest expense						
	20 Occupancy (rent, utilities, etc.)						
	21 Depreciation and depletion						
	22 Professional fees						
	23 Any expense not otherwise classified, such as program services (attach itemized list)	See Exhibit D 2926	9962	8620	2640		
	24 Total Expenses Add lines 14 through 23	2926	9962	8620	2640		

**Part IX Financial Data (Continued)****B. Balance Sheet (for your most recently completed tax year)**

Year End: 2014

Assets		(Whole dollars)
1	Cash . . . . .	867
2	Accounts receivable, net . . . . .	
3	Inventories . . . . .	
4	Bonds and notes receivable (attach an itemized list) . . . . .	
5	Corporate stocks (attach an itemized list) . . . . .	
6	Loans receivable (attach an itemized list) . . . . .	
7	Other investments (attach an itemized list) . . . . .	
8	Depreciable and depletable assets (attach an itemized list) . . . . .	
9	Land . . . . .	
10	Other assets (attach an itemized list) . . . . .	
11	Total Assets (add lines 1 through 10) . . . . .	867
Liabilities		
12	Accounts payable . . . . .	
13	Contributions, gifts, grants, etc. payable . . . . .	
14	Mortgages and notes payable (attach an itemized list) . . . . .	
15	Other liabilities (attach an itemized list) . . . . .	
16	Total Liabilities (add lines 12 through 15) . . . . .	0
Fund Balances or Net Assets		
17	Total fund balances or net assets . . . . .	867
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	867
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No  
If you are unsure, see the instructions.
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐
- b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. ☐
- c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐
- d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☐
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☒
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. ☐
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

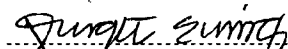
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☒ **Yes** ☐ **No**  
If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change). ☒
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change). ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please  
Sign  
Here



(Signature of Officer, Director, Trustee, or other  
authorized official)

Dwight Miller Ewing IV

(Type or print name of signer)

Vice Chair

(Type or print title or authority of signer)

July 21, 2015

(Date)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 12-2013)



**Schedule G. Successors to Other Organizations**

- 1a** Are you a **successor** to a **for-profit organization**? If "Yes," explain the relationship with the predecessor organization that resulted in your creation and complete line 1b. ☐ Yes ☒ No
- b** Explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status. SEE ATTACHMENTS
- 2a** Are you a successor to an organization other than a for-profit organization? Answer "Yes" if you have taken or will take over the activities of another organization; or you have taken or will take over 25% or more of the fair market value of the net assets of another organization. If "Yes," explain the relationship with the other organization that resulted in your creation. ☒ Yes ☐ No
- b** Provide the tax status of the predecessor organization.
- c** Did you or did an organization to which you are a successor previously apply for tax exemption under section 501(c)(3) or any other section of the Code? If "Yes," explain how the application was resolved. ☐ Yes ☒ No
- d** Was your prior tax exemption or the tax exemption of an organization to which you are a successor revoked or suspended? If "Yes," explain. Include a description of the corrections you made to re-establish tax exemption. ☐ Yes ☒ No
- e** Explain why you took over the activities or assets of another organization.
- 3** Provide the name, last address, and EIN of the predecessor organization and describe its activities.  
**Name:** Merced Bicycle Coalition **EIN:** 26 - 4011824  
**Address:** 731 E. Yosemite Ave. Suite B, #427, Merced, CA 95340
- 4** List the owners, partners, principal stockholders, officers, and governing board members of the predecessor organization. Attach a separate sheet if additional space is needed.
- | Name              | Address  | Share/Interest (If a for-profit) |
|-------------------|--|----------------------------------|
| Dwight Ewing IV   | 731 E. Yosemite Ave. Suite B, #427<br>Merced, CA 95340 |                                  |
| Lisa Kayser-Grant | 731 E. Yosemite Ave. Suite B, #427<br>Merced, CA 95340 |                                  |
| Elisa Ratzlaff    | 731 E. Yosemite Ave. Suite B, #427<br>Merced, CA 95340 |                                  |
| Thomas Hothem     | 731 E. Yosemite Ave. Suite B, #427<br>Merced, CA 95340 |                                  |
| Mark Hendren      | 731 E. Yosemite Ave. Suite B, #427<br>Merced, CA 95340 |                                  |
- 5** Do or will any of the persons listed in line 4, maintain a working relationship with you? If "Yes," describe the relationship in detail and include copies of any agreements with any of these persons or with any for-profit organizations in which these persons own more than a 35% interest. ☒ Yes ☐ No
- 6a** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof. ☒ Yes ☐ No
- b** Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions. ☐ Yes ☒ No
- c** Provide a copy of the agreement(s) of sale or transfer.
- 7** Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. ☐ Yes ☒ No
- 8** Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, or from persons listed in line 4, or from for-profit organizations in which these persons own more than a 35% interest? If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined. ☐ Yes ☒ No
- 9** Will you lease or rent property or equipment to persons listed in line 4, or to for-profit organizations in which these persons own more than a 35% interest? If "Yes," attach a list of the property or equipment, provide a copy of the lease or rental agreement(s), and indicate how the lease or rental value of the property or equipment was determined. ☐ Yes ☒ No

# Articles of Incorporation of a Nonprofit Public Benefit Corporation

## 1. Corporate Name

The name of the corporation is Merced Bicycle Coalition.

## 2. Corporate Purpose

- a. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **public** and **charitable** purposes.
- b. The specific purposes for which this corporation is organized are to promote bicycling through education, encouragement, and other charitable support to the public, in order to increase the number of people riding bicycles for transportation and to attain the associated benefits of cleaner air, sustainable communities, and healthier, safer citizens.

## 3. Service of Process

The name and address of this corporation's initial agent for service of process is:

Lisa Kayser-Grant  
1425 W.N. Bear Creek Drive, Merced, CA 95348

## 4. Corporate Address

- a. Initial Street Address of Corporation:  
  
1425 W.N. Bear Creek Drive, Merced, CA 95348
- b. Initial Mailing Address of Corporation:  
  
731 E. Yosemite Ave., Suite B, #427, Merced, CA 95340

## 5. Additional Statements

- a. This corporation is organized and operated exclusively for the purposes set forth in **Article 2a** hereof within the meaning of Internal Revenue Code section 501(c)3.
- b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing

or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

- c. The property of this corporation is irrevocably dedicated to the purposes in **Article 2a** hereof, and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.
- d. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or religious purposes and which has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code.

**6.** The name of the existing unincorporated association, now being incorporated by the filing of these Articles of Incorporation, is the Merced Bicycle Coalition.

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Lisa Kayser-Grant, Incorporator

#### **DECLARATION**

Dwight Ewing and Lisa Kayser-Grant declare under penalty of perjury that they are the Chairperson and Vice Chairperson of the Merced Bicycle Coalition, the Unincorporated Association referred to in the Articles of Incorporation to which this declaration is attached, and that said Association has duly authorized its incorporation by means of said Articles of Incorporation.

Date: February 24, 2013

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Dwight Miller Ewing IV, Chair

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Lisa Kayser-Grant, Vice Chair

**Bylaws  
of  
Merced Bicycle Coalition**

**A California Public Benefit Corporation**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Merced County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The steering committee may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the steering committee may, from time to time, designate.

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be:

(a) to promote bicycling as a safe and normal means of transportation and recreation;

- (b) to support public health programs that involve bicycling;
- (c) to educate citizens about the benefits of bicycling, proper handling of bicycles in traffic, and safe practices for bicycling in general;
- (d) to organize group rides, and public events associated with bicycling in general;
- (e) to recommend bicycle-friendly infrastructural maintenance and development; and
- (f) to encourage sustainable, environmentally-friendly transportation practices.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have not fewer than four (4) nor more than seven (7) directors, who shall be known as Steering Committee Members, and collectively they shall be known as the Steering Committee. The exact number shall be fixed within these limits by approval of the steering committee or the members in the manner provided in these bylaws. The range may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the steering committee.

### **SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are

performed properly;

(d) Meet at such times and places as required by these bylaws;

(e) Register their mailing addresses and e-mail addresses with the secretary of the corporation and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. TERMS OF OFFICE**

Each steering committee member shall hold office until the next annual meeting for election of the steering committee as specified in these bylaws, and until his or her successor is elected and qualifies.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

#### **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the steering committee may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the steering committee or at such place within or without the State of California which has been designated from time to time by resolution of the steering committee. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the



corporation or after all steering committee members have been given written notice of the meeting as hereinafter provided for special meetings of the steering committee.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the steering committee, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the steering committee are taken and cast only by directors and not by persons who are not directors.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of steering committee members shall be held monthly.

The annual meeting to elect steering committee members shall be the regular meeting in November.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the steering committee may be called by the chairperson of the steering committee, the vice chair, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the steering committee may be held without notice. Special meetings of the steering committee shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail or e-mail, the notice shall be

deemed to be delivered on its deposit in the mails or on its delivery via computer. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any steering committee meeting need not be specified in the notice.

#### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the steering committee, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of a simple majority of the steering committee members.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the steering committee at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the steering committee.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

#### **SECTION 14. MAJORITY ACTION AS STEERING COMMITTEE ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the steering committee, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the steering committee.

#### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the steering committee shall be presided over by the chairperson, or, in his or her absence, the vice chair, or, in his or her absence, by a chairperson chosen by a majority of the steering committee members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the steering committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

#### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the steering committee under any provision of law may be taken without a meeting, if all members of the steering committee shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the steering committee" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the steering committee. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the steering committee without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie

evidence of such authority.

## **SECTION 17. VACANCIES**

Vacancies on the steering committee shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The steering committee may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law

Any director may resign effective upon giving written notice to the chairperson of the steering committee, the secretary, or the steering committee, unless the notice specifies a later time for the effectiveness of such resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. *(cut and pasted from Article 4, Section 4: "Removal and Resignation", an otherwise redundant section marked for cutting out, below)* No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the steering committee may be filled by approval of the steering committee or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the steering committee or until his or her death, resignation, or removal from office.

## **SECTION 18. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The steering committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be the members of the Steering Committee, and shall have the offices of a chairperson of the steering committee, a vice chairperson, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, as determined by the steering committee, members at large, assistant secretaries, assistant treasurers, or other officers. Any

number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the steering committee.

## **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person who is as member of the Coalition may serve as an officer of this corporation. Officers shall be elected by the members, including the current officers, at the annual meeting, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

## **SECTION 3. SUBORDINATE OFFICERS**

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

## **SECTION 4. DUTIES OF CHAIRPERSON**

The chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the steering committee, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the steering committee. Unless another person is specifically appointed as chairperson of the steering committee, he or she shall preside at all meetings of the steering committee. If applicable, the chair shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the steering committee.

## **SECTION 5. DUTIES OF VICE CHAIR**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice chair shall perform all the duties of the chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chair. The vice chair shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the steering committee.



## **SECTION 6. DUTIES OF SECRETARY**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the steering committee may determine, a book of minutes of all meetings of the steering committee, and of the general meetings of the members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the steering committee, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any steering committee member of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the steering committee.

## **SECTION 7. DUTIES OF TREASURER**

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the steering committee.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the steering committee, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the steering committee, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the steering committee.

## **SECTION 8. COMPENSATION**

Officers shall serve without compensation.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE OF THE STEERING COMMITTEE**

The steering committee may, by a majority vote of officers, designate two (2) or more of its members to constitute an executive committee of the steering committee and delegate to such committee any of the powers and authority of the steering committee in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the steering committee or on any committee that has the authority of the steering committee.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal or any resolution of the steering committee which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the steering committee or the members thereof.
- (f) The approval of any transaction to which this corporation is a party and in which one or more of the steering committee members has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the steering committee may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the steering committee. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the steering committee from time to time as the steering committee may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the steering committee. Such other committees may consist of persons who are not also members of the steering committee. These additional committees shall act in an advisory

capacity only to the steering committee and shall be clearly titled as "advisory" committees.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the steering committee, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the steering committee and its members, except that the time for regular meetings of committees may be fixed by resolution of the steering committee or by the committee. The time for special meetings of committees may also be fixed by the steering committee. The steering committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The steering committee, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the steering committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the steering committee may select.

## **SECTION 4. GIFTS**

The steering committee may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of the steering committee, committees of the steering committee, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

### **SECTION 2. CORPORATE SEAL**

The steering committee may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. STEERING COMMITTEE INSPECTION RIGHTS**

Every steering committee member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, e-mail addresses, and voting rights, at

reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, e-mail addresses, and voting rights of those members entitled to vote for the election of officers as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the steering committee or committees of the steering committee, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 6. ANNUAL REPORT**

The steering committee shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives Twenty-Five Thousand Dollars (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

## **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all steering committee members and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind: Any transaction in which the corporation was a party, and in which any officer of the corporation had a direct or indirect material financial interest.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 9 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or steering committee member of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION 2. DEFINITIONS**

#### **(a) Interested Person.**

Any steering committee member, principal officer, member of a committee with steering committee delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **(b) Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.



A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES**

#### **(a) Duty to Disclose.**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with steering committee delegated powers considering the proposed transaction or arrangement.

#### **(b) Determining Whether a Conflict of Interest Exists.**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the steering committee or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.

#### **(c) Procedures for Addressing the Conflict of Interest.**

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the steering committee or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**SECTION 4. RECORDS OF STEERING COMMITTEE AND SUB COMMITTEE PROCEEDINGS**

The minutes of meetings of the steering committee and all committees with steering committee delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting member of the steering committee who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the steering committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee

regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the steering committee or a duly constituted compensation committee of the steering committee shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the steering committee or compensation committee prior to the first payment of compensation.

(b) all members of the steering committee or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each steering committee member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the steering committee or committee member.

(c) the steering committee or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-

- exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
2. the availability of similar services in the geographic area of this organization
  3. current compensation surveys compiled by independent firms
  4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the steering committee or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the steering committee or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved
2. the members of the steering committee or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each steering committee or committee member
3. the comparability data obtained and relied upon and how the data was obtained.
4. If the steering committee or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the steering committee or committee shall record in the minutes of the meeting the basis for its determination.
5. If the steering committee or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the steering committee or committee meeting.
6. any actions taken with respect to determining if a steering committee or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or

participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. The minutes of steering committee or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next steering committee or committee meeting or 60 days after the final actions of the steering committee or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the steering committee and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next steering committee or committee meeting following final action on the arrangement by the steering committee or committee.

## **SECTION 6. ANNUAL STATEMENTS**

Each officer and member of a committee with steering committee delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private

benefit, or in an excess benefit transaction.

## **SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the steering committee of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 10 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

(a) Subject to the power of members to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the steering committee unless the bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, a bylaw specifying or changing the maximum or minimum number of directors, or changing from a fixed to variable steering committee or vice versa, may not be adopted, amended, or repealed except by approval of the members of this corporation.

## **ARTICLE 11 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the steering committee.

### **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the steering committee and by the approval of the members of this corporation.

### **SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, steering committee member, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the steering committee; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

## **Membership Provisions of the Merced Bicycle Coalition A California Public Benefit Corporation**

## **ARTICLE 13 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges,

restrictions, and conditions.

## **SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this corporation are as follows: Any person aged 18 and over is qualified to become a member of this corporation.

## **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership on making application therefor in writing and upon payment of annual dues, as specified in the following section of this bylaw.

## **SECTION 4. FEES, DUES, AND ASSESSMENTS**

(a) The following fee shall be charged for making application for membership in the corporation:

None.

(b) The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the steering committee.

(c) Memberships shall be nonassessable.

## **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

## **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and e-mail address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

## **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations



of the corporation.

## **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 9. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by the steering committee that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before the due date.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

- (1) A notice shall be sent by first-class mail or e-mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the steering committee in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the steering committee. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- (3) Following the hearing, the steering committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the steering committee shall be final.
- (4) Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

## **SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 14 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the steering committee.

### **SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet annually in November in each year, for the purpose of electing officers and transacting other business as may come before the meeting. Cumulative voting for the election of officers shall not be permitted. The candidates receiving the highest number of votes for each office shall be elected. Each voting member shall cast one vote per office, with voting being by ballot only. The annual meeting of members for the purpose of electing officers shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held monthly, with no regular member meeting in December.

The day and time of regular meetings or the annual meeting may be changed by the steering committee provided that two (2) weeks notice is given to members by mail or e-mail.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

(a) Persons Who May Call Special Meetings of      Members. Special meetings of the members shall

be called by the steering committee or the chairperson of the steering committee. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

#### **SECTION 4. NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the secretary of the corporation not less than three (3) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by e-mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, posted on the website of the corporation. Notice shall be deemed to have been given at the time when delivered personally or sent by e-mail or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the steering committee, at the time notice is given, intends to present for action by the members.

Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by mail or by e-mail to the chairperson of the steering committee, vice chair, or secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the steering committee and shall not be less than fourteen (14) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and

noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the steering committee by members;
3. Amending the articles of incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of one third (1/3) of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the

adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

#### **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

#### **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by ballot.

#### **SECTION 8. PROXY VOTING**

Members entitled to vote shall not be permitted to vote or act by proxy. If membership voting by proxy is not allowed by the preceding sentence, no provision in this or other sections of these bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

#### **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the chairperson of the steering committee, or, if there is no chairperson, by the vice chair of the steering committee, or, in the absence of these persons, by a chairperson chosen by a majority of the voting members, present in person. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

#### **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a

meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Officers may be elected by written ballot. Such ballots for the election of officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of officers is withheld, they shall not be counted as votes either for or against the election of an officer.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of officers by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the steering committee and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

1. inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the steering committee shall be nominated at the annual meeting of members held for the purpose of electing officers by any member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the steering committee.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by

this corporation in nominating and electing persons to the steering committee.

## **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

## **SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

# **ARTICLE 15 WHISTLEBLOWER PROTECTION POLICY**

## **SECTION 1. APPLICATION**

This Whistleblower Protection Policy applies to the corporation's members, volunteers, steering committee members, and to all who provide contract services, each of whom shall be entitled to protection.

## **SECTION 2. REPORTING CREDIBLE INFORMATION**

A protected person shall be encouraged to report information relating to illegal practices or violations of policies of the corporation (a "violation") that such person in good faith has reasonable cause to believe is credible. Information shall be reported to the chairperson (the "compliance officer"), unless the report relates to the compliance officer, in which case the report shall be made to the vice chair, which shall be responsible to provide an alternative procedure.

Anyone reporting a violation must act in good faith, and have reasonable grounds for believing that the information shared in the report indicates that a violation has occurred.

## **SECTION 3. INVESTIGATING INFORMATION**



The compliance officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation, unless the complaint is submitted anonymously. The compliance officer shall promptly investigate each such report and prepare a written report to the steering committee. In connection with such investigation all persons entitled to protection shall provide the compliance officer with credible information. All actions of the compliance officer in receiving and investigating the report and additional information shall endeavor to protect the confidentiality of all persons entitled to protection.

#### **SECTION 4. CONFIDENTIALITY**

This corporation encourages anyone reporting a violation to identify himself or herself when making a report in order to facilitate the investigation of the violation. However, reports may be submitted anonymously by mailing them to the corporation address. Reports of violations or suspected violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable the corporation or law enforcement to conduct an adequate investigation.

#### **SECTION 5. PROTECTION FROM RETALIATION**

No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this policy. Any person entitled to protection who believes that he or she is the subject of any form of retaliation for such participation should immediately report the same as a violation of and in accordance with this policy.

Any member or steering committee member within the corporation who retaliates against another individual who has reported a violation in good faith or who, in good faith, has cooperated in the investigation of a violation is subject to discipline, including termination of member status.

### **ARTICLE 16**

#### **RECORD RETENTION AND DESTRUCTION POLICY**

##### **SECTION 1. PURPOSE**

The Document Retention and Destruction Policy identifies the record retention responsibilities of volunteers, members of the Steering Committee, and outsiders for maintaining and documenting the storage and destruction of the Merced Bicycle Coalition's documents and records.

## **SECTION 2. RULES FOR DOCUMENT RETENTION AND DESTRUCTION**

The corporation's volunteers, members of the steering committee, committee members, and outsiders (independent contractors via agreements with them) are required to honor the following rules:

- a. Paper or electronic documents indicated under the terms for retention in the following section will be transferred to and maintained by the secretary of the steering committee
- b. All other paper documents will be destroyed after three years
- c. All other electronic documents will be deleted from all individual computers, databases, networks, and back-up storage after one year
- d. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation
- e. No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act)

## **SECTION 3. RECORD RETENTION TERMS**

<u>Type of Document</u>	<u>Minimum Requirement</u>
Audit Reports	Permanently
Bank Reconciliations	2 years
Bank Statements	3 years
Checks, for important payments and purchases	Permanently
Contracts and Notes	Permanently
Correspondence, general	2 years
Correspondence, legal and important matters	Permanently
Duplicate deposit slips	2 years
Expense analyses and	

distribution schedules	7 years
Year-end financial statements	Permanently
Insurance records	Permanently
Internal audit reports	3 years

<u>Type of Document</u>	<u>Minimum Requirement</u>
Inventory records for	
materials and supplies	3 years
Invoices, to customers/from vendors	7 years
Minute books	Permanently
Organizational documents:	
Bylaws, articles of incorporation,	
Form 1023: nonprofit application	Permanently
Tax return and worksheets	Permanently
Trademark registration and	
copyrights	Permanently

### **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons acting as the initial directors of Merced Bicycle Coalition, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 36 pages, as the bylaws of this corporation.

Dated: July 31, 2013

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Dwight Ewing IV, Chair

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Lisa Kayser-Grant, Vice Chair

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Elisa Ratzlaff, Secretary

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Thomas Hothem, Treasurer

### **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the steering committee of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_, Secretary

**Part IV  
Merced Bicycle Coalition  
Activities Narrative**

**Activities taking place from 1/2009 thru 6/18/2013 are as the Unincorporated Association**

**Activities taking place from 6/19/2013 thru the present are as the California Nonprofit Corporation**

**I. Safe Routes to School (SRTS) Education, September 2013 – December 2014**

The purpose of Safe Routes to School programs is to promote safe bicycling and walking to and from school and the co-benefits of healthier children and sustainable communities. Conducting SRTS programs is an excellent way for the Merced Bicycle Coalition (“Coalition”) to directly advance our nonprofit purpose of using education, encouragement, and other support, to increase the use of bicycles for transportation and attain the associated benefits of cleaner air, sustainable communities, and healthier, safer citizens.

The Coalition conducts SRTS programming mainly when funding is available from local agency grants and contracts for program services, due to the large expenses for materials provided to schools and the equipment and time necessary for the work. This work takes approximately 25% of the Coalition’s time during these projects.

The Coalition plans to continue conducting Safe Routes to School programming, the timing and scale of which is dependent on funding and availability of volunteers. Securing tax-exempt status will allow us to seek funding for projects we initiate ourselves.

Our SRTS program activities are led by the three members of the Coalition who are League Cycling Instructors (LCI’s) who are trained and certified by the League of American Bicyclists to teach bicycling skills and rules to children and adults, with volunteer help from other Coalition members.

From June thru September, 2013, and February through September, 2014, the Merced Bicycle Coalition partnered with the Merced County Department of Public Health (MCDPH), a local governmental agency, to provide intensive technical support and direct services related to the implementation of the SRTS component of the Merced County CA4Health Project (formally known as the *Community Transformation Grant*). The Coalition received grants from the MCDPH with specific budgets, timelines, and performance outcomes, to promote SRTS bicycling, bicycling education, and policy making, in the communities of Winton and South Merced. (This grant also supported activities listed in program category **IV: Advisory to Local Government**, below).

In addition, the Coalition performed the same type of work for the nonprofit Golden Valley Health Center under a contract for program services from July, 2012, through December, 2014. (This contract also funded work for the Community Leadership and Policy Development project listed under category **III**, below).

**SRTS Activities:**

- Helmet giveaways, including fitting, for five elementary schools, grades 3 – 5
- Provided helmet fitting training for volunteers
- Conducted Bicycle Skills Obstacle Courses for children at three “Back to School Nights”
- Bike to School Day celebrations, five elementary schools: planning support, educational materials, incentives, and prizes provided
- Presented Bicycling Safety and Rules of the Road assemblies for elementary students at four schools
- Developed a Safe Routes to School presentation for parents and presented it at three schools
- Conducted a Bike and Walk to School Challenge, consisting of 2-week-long interclass competitions for the most students biking or walking to school, at four elementary schools; class educational materials, incentives, and prizes provided.
- Compiled a Safe Routes to School Curriculum Guide for bicycling and walking education for 4<sup>th</sup> and 5<sup>th</sup> grades, and provided copies and an orientation to Winton School District teachers
- Assisted the Winton School District in the preparation and adoption of a Safe Routes to School District Board Policy
- Provided a Bicycle Safety and Skills workshop for middle school students
- Led community bike rides in South Merced and Winton

**II. Bike Month (May) Activities, May 2010 through May, 2015**

To encourage residents to try riding their bikes, with the goal of fostering long-term bicycle transportation habits, the Merced Bicycle Coalition promotes National Bike Month by hosting educational and encouragement activities. The Coalition spends about 25% of its time on Bike Month activities.

**Bike to Work Day**

The Merced Bicycle Coalition organizes “Energizer Stations” to provide bicycle commuters with free food, drinks, and prizes, during commute hours on Bike to Work Day in May. We partner with Golden Valley Health Center, Mercy Medical Center, the University of California, Merced, to host the stations. We also partner with the alternative transportation nonprofit “Commute Connection”, which provides much of the giveaway material. We have conducted this campaign each year since 2010, serving between 50 and 200 participants. Funds needed for this event come from member dues, contributions from the public including local businesses, and donations from the San Joaquin Valley Air Pollution Control District and Commute Connection. The Coalition’s energizer station is staffed by member volunteers. We plan to continue this tradition and are working on recruiting new organizations or businesses to participate.

### **All-Merced Road Ride**

The All-Merced Road Ride is a free, open-to-the-community, fun road ride with a longstanding purpose to bring together all types of bicycle riders. It provides cyclists who are new to riding on our highways and back-roads a chance try it with the backup of the Bicycle Coalition Support And Gear (SAG) crews and the company of experienced riders in a non-competitive, friendly cycling event. We have had highway patrol or police escort every year of the event, closing down one direction of G-Street temporarily to enable a safe en-masse exit from town. Because some bike riders fear traveling on these roads, they will not contemplate riding their bikes for transportation. Therefore, by giving these riders an opportunity to practice riding these roads with support, this ride provides a critical link in the Bike to Work education and encouragement campaign. We have hosted the All-Merced Road Ride each year since 2010 (excepting 2012). We have had between 80 and 140 riders attend, and hope to build this event into a larger multi-route pre-registered event supported by a participant fee. This would allow us to host an even higher profile event to raise awareness of cycling in the community. Funds needed for this event come from member dues and contributions from the public, including local businesses. Coalition members volunteer for all necessary work.

For video of this ride see: <https://www.youtube.com/watch?v=mAshr8-fax0>

### **Special Bike Month Community Rides:**

#### **Ride with the Mayor, 2010**

In 2010, the Coalition hosted a Ride-With-The-Mayor as one of our bike month activities. Approximately 25 riders from local families participated. The purpose was to help foster deeper ties between the community, City Hall, and cycling. We hope to host the same event sometime in the future (mayor-dependent). Funds needed for this event came from member dues, and coalition members volunteered for all necessary work.

#### **Director's Ride, 2015**

In 2015 The Coalition organized, in partnership with the City of Merced Director of Development Services, the first annual "Director's Ride". The main purpose of the ride is to introduce community members to the City's Director of Development Services, who is the person in charge of implementing bicycle infrastructure projects in the City, on a fun family bicycling experience hosted by him, and to give them an opportunity to share their bicycling needs and concerns. Funds needed for this event came from member dues, and coalition members volunteered for our part of the work.

### **III. Community Outreach**

The Coalition works to create a welcoming, supportive, and informed bicycling culture locally and to continually draw in members of the public to begin or resume riding their bikes. These efforts take approximately 25% of the Coalition's time. Funding needs are noted by activity. Community outreach activities include:

**Community bike rides:** The Coalition hosts free community bike rides for all ages and abilities, to encourage residents to ride around town and discover how easy it is to travel by bike. The frequency of the rides has averaged about twice per month year-round since 2007. These rides are currently held the first and third Saturday of every month. Coalition members lead and “sweep” (last rider) the ride to ensure that the pace is comfortable and no rider is left behind, and occasionally provide flat tire repair as well. We plan to continue the community bike rides as currently scheduled, and to develop “themes” for some of the rides such as a bicycle tour of historic Merced locations. No funds are directly used for these rides.

**Information Booths:** Every year since 2009 the Coalition has hosted information booths to promote cycling as a safe and normal means of everyday transportation and recreation, at as many community events as possible, generally four to eight per year. These events range from health fairs to local family-focused recreation events. We will continue to be an active part of the community by being a visible presence to promote bicycling with our outreach and education booths. Funds for display and giveaway materials come from membership dues.

**Out of town rides:**

Several times each year since 2009, in addition to our semi-monthly community rides, the Coalition organizes and hosts an open-to-the-community free “out-of-town” ride. These enable both new and experienced cyclists to enjoy the myriad of amazing bicycling routes available throughout California. From ten to 25 riders convene to ride in Yosemite Valley, Across-the-Golden-Gate Bridge in San Francisco, 17-Mile-Drive in Monterey, the American River Trail in Sacramento, the City of Davis, California, and to the National Bicycle Museum; and others. These regular events foster a deeper community amongst the cyclists of Merced, as well as provide an opportunity to see what other communities are doing to support bicycling as a regular means of transportation and recreation. No Coalition funds are used for these rides as individuals pay their own expenses.

**Monthly General Meetings:**

Starting in 2009 the Coalition has hosted monthly meetings to conduct official business, as well as provide informational sessions on cycling. These meetings, which will continue as long as the Coalition exists, give the community an opportunity to get involved. The agendas as well as minutes of the general meetings are placed online for public view, which is one reason that hosting an online presence is so important.

**Maintain an official website, Facebook page and twitter account:**

The Coalition website was created in early 2009 and is maintained to enable community members to find out what cycling groups and infrastructure exist in Merced. It also provides a platform to distribute information about all upcoming events, safe-cycling strategies, advocacy efforts, and to foster community by attracting those who want to ride both for transportation and recreation to a single website that provides everything they need to get connected to those who cycle in Merced. The Facebook page is maintained to add a further layer of organic media disbursement and a marketing platform to help spread news of upcoming events and cycling related issues. Twitter is used to provide another platform where those who utilize hashtags to search for the things they want to find regarding bicycling and Merced on our twitter feed. This thereby enables them to



further research on our website and join the conversation on Facebook. This is a three-pronged media approach to cultivate a larger and richer cycling community here in Merced and we intend to continue and expand this approach in the future. The website is paid for with member dues.

**Cultivate the cycling community within the Central Valley:** by hosting other coalitions on our community rides and attending theirs. In 2013 and 2014 the Fresno County Bicycle Coalition (FCBC) hosted our coalition on special bike rides. The Merced Bicycle Coalition hosted the FCBC in 2014 and has plans for another such ride in fall 2015.

**Education:** Coalition members, in particular the LCI's, are available to provide presentations and classes as requested by community organizations. Any funding needed came from member dues. The Traffic Skills Class materials were donated by the Coalition member LCI who conducted the class. Materials for future classes may be paid for with student fees.

Bicycling skills classes and events held (in addition to SRTS events describe in (I) above):

- 5/14/11: Bicycle Skills Obstacle course for children at the Golden Valley Health Center family picnic
- 6/2013: Traffic Skills 101 class for adults

Bicycling safety and rules of the road presentations:

- 5/6/2011, lunch presentation to staff at the City Hall/Civic Center
- 6/2011, 7/2012, 7/2014: three presentations at WIC summer lunch programs for children

### **Community Leadership and Policy Development**

The Coalition assisted Golden Valley Health Center in planning and organizing the South Merced Cycling Summit of October, 2012, for the purpose of supporting increased resident and youth involvement and advocacy in South Merced in the area of public safety and built environment leading to increased health outcomes such as increased physical activity and improved environmental affects. The Summit included priority bicycle policy identification and policy change training for participants. The Summit included a keynote speaker and 4 workshops through which all participants rotated. Funds for this program were provided by the Golden Valley Health Center contract for program services described in program category I above. The Bicycle Coalition:

- Participated in the planning and organizing efforts
- Engaged the keynote speaker
- Prepared and presented two of the four workshops
- Conducted a helmet fitting and giveaway
- Conducted a bicycling skills and rules obstacle course for children
- Led a community bike ride for 50 participants
- Conducted a follow-up workshop to support and reinforce resident engagement

### **IV. Advisory to Local Government**

The Coalition provides its members' bicycling experience and expertise to local government in an effort to inform better bicycling policy and infrastructure development. These efforts of education and civic participation benefit the community through improved bicycling infrastructure and support services, which in turn fosters more and safer bicycling. Approximately 20% of the Coalition's time is spent on these activities. The Coalition plans to continue to participate in local government advisory efforts as the opportunities present themselves. In addition, we channel concerns and ideas expressed by members and the community to the Bicycle Advisory Commission and/or the relevant City department, such as reporting bikeway hazards and citizen requests for specific bicycling facilities. Funding in support of items C(3), C(4), D, E, and G below was provided by the CA4Health grants from the Merced County Department of Public Health as described in program category **I** above. Funding was not needed for the remaining items.

**The Coalition:**

- A. Successfully appealed to the Merced City Council for the creation of the City of Merced Bicycle Advisory Commission (BAC) as a component of the 2008 Bicycle Transportation Plan Update. The BAC was established in January of 2009 and the Coalition maintains at least two representatives on this Commission.
- B. Conducted an on-bike survey of proposed bike lanes to assist in the development of a City of Merced grant proposal, May, 2012.
- C. Participated in the development of major planning documents for the City and County of Merced by participating in committees and focus groups where available, convening study and strategy sessions, meeting with Planning Department staff, and providing input, feedback, and written comments on the plans and their environmental impact reports, for the following plans:
  - 1. City of Merced 2012 General Plan Update, bicycle transportation-related sections
  - 2. 2012 City of Merced Climate Action Plan
  - 3. City of Merced 2013 Bicycle Transportation Plan
  - 4. 2014 Merced County Regional Transportation Plan, to ensure that it would be supportive of active transportation
- D. Conducted a "Bicycling Safety and Community Input" presentation at two City of Merced Bicycle Transportation Plan public workshops in February, 2013.
- E. Helped plan and participated in the two Walkable/Bikeable Winton workshops in September, 2013, including planning and leading the Bikeability Audit bike rides and filming community members' testimonials regarding bicycling conditions on their local streets.
- F. Assisted the City of Merced Planning Department in educating and soliciting feedback from the public regarding new infrastructure projects, including sharrows - October 2013.
- G. Provided support and guidance on the development of the City of Merced's bicycle parking ordinance (June 2014 thru the present - in progress)

## **V. Community Service**

Giving service to the community is a core value of the Merced Bicycle Coalition. Our service projects directly benefit bicyclists to help keep them riding, and also contribute to the development of a positive bicycling community. The Coalition spends approximately 5% of its time on service projects. These projects include:

### **Bicycle Fit and Fix Clinics**

Offered free to the public, Coalition members provided workshops on how to do basic bicycle maintenance, and provided some supplies as well. In addition, because fitting one's body to one's bike is of great importance, we ensured that all participants received basic training as well as a fitting to their bicycle. One of these clinics was conducted at the local homeless shelter for its clients and was prefaced with a workshop on bicycling "rules of the road". Dates conducted include 6/13/09, 9/21/09, and 5/22/10. We plan to conduct more such clinics. Materials were donated by members.

### **Bicycle Giveaway, 12/2011:**

Coalition members refurbished and gave away three used bicycles, donated by the sheriff's department, to college students to use as their main form of transportation. Recipients were chosen based upon adjudicated applications. Applications were accepted from any and all students attending Merced's post-secondary schools: Merced Community College and the University of California, Merced. Funds needed for this project came from member dues. Coalition members volunteered for all necessary work.

### **Bike Path Maintenance, 6/2009, 5/2010**

To help encourage bicycling on the routes between the city of Merced and the newly established University of California, the Merced Bicycle Coalition hosted puncture vine ("goat head") weed removal from the shoulder of the bike path to U.C. Merced along Lake Road. The puncture vines are notorious in the central valley for causing flat tires, and the students who utilize this exposed corridor for transportation were especially susceptible. We help mitigate the problem by hand weeding over 2.5 miles of bike path. In the future we hope to partner with the UC Merced Cycling Club to further reduce the growth and spread of the puncture vines along the regularly utilized routes to this school. No funds were required for this project.

### **Support for Pedal Merced, 2010-2015**

Each year the Merced Bicycle Coalition provides support for Pedal Merced, a large community bicycle ride aimed at children and families. We provide helmet fitting and bicycle safety checks for all riders, typically 400 -500 people. This event attracts a wide array of bicyclists, and fosters cycling within the entire community from age 3 to 103. Our work on this event does not require funding, and is conducted by coalition volunteers.

## **VI. Advocacy**

Advocating for the needs of bicyclists by educating lawmakers and the public regarding current issues and legislation is an important component of increasing the safe use of bicycles for transportation. The Coalition's efforts to influence legislation consist of sharing information regarding legislation affecting bicyclists and supporting the passage of policies and legislation that improve bicycling safety and promote bicycling, using our social media. Specifically, we post information received from organizations such as the League of American Bicyclists regarding current legislation, sometimes including legislators' contact information, on our website or Facebook page. The Coalition occasionally sends a letter to legislators. This activity does not take

Merced Bicycle Coalition  
EIN 32-0433874

any funding and a miniscule amount of time, thereby constituting a very insubstantial amount of the Coalition's resources. We have had occasion to do this less than ten times per year since 2009 when we created our website. A current example from June 17, 2015, is a post shared on the Coalition Facebook page: the League of American Bicyclists' "I Bike/I Vote" link leading to the League's Action Center updates on federal transportation legislation with links to communicate with legislators. The Coalition does not and will not support or oppose candidates for elected office. Less than 1% of Coalition time is spent on advocacy, and no funds.

Merced Bicycle Coalition  
EIN: 32-0433874

**Exhibit D: Other Expenses**  
**Part IX, Line 23**

	1/1/15 - 12/31/15	1/1/14 - 12/31/14	6/19/13 - 12/31/13	1/1/16 - 12/31/16
<b>Program Expense</b>				
Professional Fees		\$4,760.00	\$2,000.00	\$300.00
Program Supplies/Equip	\$618.00	\$4,124.00	\$4,441.00	\$1,500.00
Printing	\$109.00	\$130.00	\$224.00	\$150.00
Permits	\$35.00	\$307.00	\$0.00	\$35.00
Training			\$1,424.00	
Travel	\$240.00	\$62.00	\$318.00	\$65.00
Food/Meals		\$99.00	\$134.00	
<b>Administrative Expense</b>				
Insurance	\$145.00	\$162.00	\$0.00	\$155.00
Internet Fees	\$165.00		\$0.00	\$160.00
Bank Fees	\$180.00	\$143.00	\$60.00	\$0.00
Memberships	\$135.00	\$75.00	\$0.00	\$135.00
Printing			\$0.00	
Office Supplies	\$40.00		\$0.00	\$25.00
P.O. Box	\$114.00	\$100.00	\$0.00	\$115.00
Organizational Expenses	\$420.00		\$20.00	
Income Tax	\$800.00			
 Total Other Expense	 \$3,001.00	 \$9,962.00	 \$8,621.00	 \$2,640.00

## Offer to Transfer Assets

TO: Merced Bicycle Coalition, a California nonprofit public benefit corporation.

1. The undersigned is the unincorporated association known as the Merced Bicycle Coalition, located at 731 E. Yosemite Ave., Suite B, # 427, Merced, California.
2. A true and correct statement of the assets and liabilities of this business as of the close of business on July 31, 2013, is attached to this offer.
3. On the terms and conditions herein set forth, we offer to transfer to you at the close of business on July 31, 2013,
  - (a) All assets of the business as shown on the financial statement attached to this offer
  - (b) The trade, business, name, goodwill, and other intangible assets of the business
4. If this offer is accepted by you we shall:
  - (a) Execute and deliver to you such instruments of transfer and other documents as may be required to fully perform our obligations hereunder or as may be required for the convenient operation of said business thereafter by you.

Dated: July 31, 2013

The above offer was accepted by the Steering Committee on 7-31-13, on behalf of the Merced Bicycle Coalition, a California nonprofit public benefit corporation.

By:

Dwight Ewing

Dwight Ewing, Chair

Elisa Ratzlaff

Elisa Ratzlaff, Secretary

**Merced Bicycle Coalition, an Unincorporated Association**  
**Assets and Liabilities as of July 31, 2013**

**Assets (Unrestricted)**

Cash                      \$2284.35

Total Assets              \$2284.35

Checking Account # 3806861906  
BBVA Compass Bank  
Merced Branch  
3065 G Street  
Merced, CA 95348



# Merced Bike Month 2015

## May is Bike Month: Join the Celebration!

All Events are Free and Open to the Public

### **Sunday, May 3: 6th Annual “All Merced Road Ride”**

- Starting Point: Kevin’s Bikes, 60 W. Olive Avenue, Merced
- Registration 8:00 AM, Ride Out at 9:00 AM
- Choose from either a 1, 2, or 3 hour Ride Route
- **Fully Supported, with Refreshment Stops**
- See Website for Routes: [www.mercedbicyclecoalition.org](http://www.mercedbicyclecoalition.org)

### **Thursday, May 7: Bike to Work and School Day**

- Starting Point: Your Home!
- **Ride to Work, School, or Daily Errands, and Stop at a Booth for Free Prizes**
- See Website for More Booth Locations and Schedules

### **Saturday, May 9: 1st Annual Merced City “Director’s Ride”**

- Starting Point: By the Merced Theater Tower, 309 W. Main Street
- Registration 9:00 AM, Ride Begins 10:00 AM
- **A fun ride around Merced’s awesome bike paths with “Director Dave”**
- **Refreshments Provided. Enter the Bike Month Drawing!**
- Family Friendly Ride; *Must be 16 or older to ride without an adult; no training wheel riding; Helmets Required*

***Helmets Required***

[www.mercedbicyclecoalition.org](http://www.mercedbicyclecoalition.org)

[www.facebook.com/mercedbicyclecoalition](https://www.facebook.com/mercedbicyclecoalition)



Bring your Bike

# South Merced Bike Summit

Saturday, October 27<sup>th</sup>, 2012



Join the Healthy South Merced Project and the Merced Bicycle Coalition in a community discussion about cycling in South Merced.

8:30am—1:00pm  
Tenaya Middle School  
Multipurpose Room  
760 W. 8<sup>th</sup> St. ~ Merced

- \*Take a bike tour of South Merced.
- \*Learn how to fix a flat tire.
- \*Bike obstacle course for kids.
- \*Learn how to make Merced more bicycle-friendly
- \*Speakers, raffles and more.
- \*Breakfast and lunch will be provided.

For more information  
please contact  
Griselda Villa at:  
(209)385-5490 or  
gvilla@gvhc.org



Win a Bicycle

**GOLDEN VALLEY**  
HEALTH CENTERS

**\*First 50 individuals/families that pre-register AND attend the Summit will receive a prize.**

Name: \_\_\_\_\_

Nombre

Address: \_\_\_\_\_

Domicilio

Phone: \_\_\_\_\_

Teléfono

# of Kids: \_\_\_\_\_ Ages: \_\_\_\_\_

¿Cuántos niños?

Edades

**Bike Obstacle Course?**

(¿Carrera de Obstáculos?)

Yes \_\_\_\_\_ No \_\_\_\_\_

**Will they be participating in the Bike Tour as well?**

(¿Participaran los niños en el paseo en bicicleta?)

Yes \_\_\_\_\_ No \_\_\_\_\_

**Number of Adults  
participating in the South  
Merced Bike Tour? # \_\_\_\_\_**

(¿Cuántos adultos participaran en el paseo en bicicleta?)



For more information or  
to return this form please  
contact Griselda Villa at:  
(209) 385-5490,  
gvilla@gvhc.org or  
737 W. Childs Ave,  
Merced, CA 93541.



**GOLDEN VALLEY**  
HEALTH CENTERS



Traiga su Bicicleta

# Cumbre de Ciclismo En el Sur de Merced



Sábado 27 de octubre, 2012

Únase al proyecto Un Sur de Merced mas Saludable y a la Coalición de Ciclistas de Merced en una discusión comunitaria sobre el ciclismo en el Sur de Merced.

8:30am—1:00pm  
Tenaya Middle School  
Multipurpose Room  
760 W. 8<sup>th</sup> St. ~ Merced

- \*Acompáñenos en un paseo en Bicicleta en el Sur de Merced.
- \*Aprenda como reparar una llanta ponchada.
- \*Carrera de Obstáculos de para niños.
- \* Aprenda como hacer de Merced una ciudad mas amigable para los ciclistas.
- \*Oradores, rifas y mucho mas.
- \*Se proveerá desayuno y almuerzo.

Para mas información o para regresar esta forma, por favor de comunicarse con Griselda Villa al (209)385-5490 o [gvilla@gvhc.org](mailto:gvilla@gvhc.org)

Gañese una bicicleta

\*Los primeras 50 individuos/familias que se registren y se presenten en la cumbre obtendrán un regalo.

-----

# Bike to Work Day



May 17,  
2013

**GO GREEN.** Bike to work and help the environment.

Join the fun! Ride to work and stop for free snacks, goodies and drawing tickets at one of our Energizer Stations throughout Merced!

Golden Valley Health Center Station

The Park at 4th St. & N St.

7am - 9am and 2 pm to 5:30 pm

Merced Bicycle Coalition Station

Bob Hart Square, Canal St and Main St.

7 am to 10 am

UC Merced Station

UC Merced, Lake Rd & Scholars Lane

6:30 am to 10 am

Mercy Medical Center

Mercy Hospital, Mercy Ave & G St..

7:30 am to 9:30 am

Opportunity to win **GRAND PRIZE!**

FREE t-shirts and drawing!:

FREE snacks and water!





# Join in and celebrate 'Bike To Work'

May is National Bike Month and the Merced Bicycle Coalition is encouraging everyone to get on and ride for fun, fitness and the environment.

The whole community is invited to celebrate Bike to Work Day on Friday, May 16, by bicycling to an Energizer Station on their way to work to pick up free snacks, goodies, and tickets for the annual Bike Month Drawing.

## Locations:

- Bob Hart Square  
Bicycle Coalition  
Main & Canal Streets
- Golden Valley Health  
N Street between 4th &  
Childs Avenue

• UC Merced  
On campus near the  
Recreation Center

• Mercy Medical Center  
(two locations!)  
G Street Campus near  
Mercy Drive  
M Street Campus near  
27th Street

Did you know that the average person who commits to commuting by bicycle loses 14 pounds in the first year! It's easy, convenient and a LOT FASTER than you'd probably imagine. Not to mention, you get a nice moment outside in the morning to get your ideas together and a time to decompress at the end of the day. Try it!

Organizations are also

helping school children gear up for events.

The Merced Bicycle Coalition, Merced County Department of Public Health, and Golden Valley Health Centers gave away 250 bicycle helmets to students at Farmdale Elementary School in Merced and the three elementary schools in Winton.

Volunteers from these organizations fitted the helmets during lunchtime on students who wanted to ride a bike to school but didn't have a helmet.

"Bicycling safety is a top priority for Bike Month", according to Lisa Kayser-Grant of the Merced Bicycle Coalition. "In addition to the helmet giveaway we conducted bicycling rules-of-the-road

assemblies and obstacle courses earlier this year, and we are working on providing Safe Routes to School lesson plans that will be in line with California curriculum requirements".

Bicycling to school has many benefits for children, including better health, greater independence, better performance at school, and cleaner air.

Also, the City of Merced is stepping up to improve bicycling safety with its recent addition of 10 miles of bike lanes and share the road pavement markings known as "sharrows" in downtown and south merced.

Merced County Times, Thursday, May 15, 2014, Page 2.

LETTERS TO THE EDITOR





Andrew Kuhn akuhn@mercedsunstar.com

David Gonzalves, 59, left, and Brad Grant, 64, both of Atwater, make a stop at the Bob Hart Square energizer station on their way to work during Bike to Work Day, part of National Bike Month, on Thursday.

# Enthusiasts encourage 2-wheeled transportation



Kelly Rose, 36, of Merced rides along Main Street before stopping at Bob Hart Square on Thursday.

## CYCLISTS TURN OUT FOR BIKE TO WORK DAY

By THADDEUS MILLER  
tmiller@mercedsunstar.com

A chilly Thursday morning didn't deter cyclists from pedaling their way to work on Bike to Work Day or Bike to School Day, part of National Bike Month efforts in Merced.

The Merced Bicycle Coalition set up a booth in Bob Hart Square downtown, where passing cyclists could stop for free snacks, a T-shirt and other giveaways. Lisa Kayser-Grant, a member of the coalition, said the day is an effort to get people to try commuting on a bike.

"It's to encourage people to come out and try it at least once to discover it's really not that hard," she said. "And, it's fun and it feels great."

Four other booths were set up around town.

Merced has almost 63 miles of bike paths and lanes, and the 2013 Bicycle Transportation Plan is

**BICYCLING** | Page A9



# TO THE SEMIFINALS

Hat trick finishes off Golden Valley

SPORTS B1



LAWMAKERS PUSH FOR NEW VA CLINIC  
LOCAL & REGION A3

SHINING OVER CALIFORNIA'S GREAT CENTRAL VALLEY SINCE 1869

# MERCED SUN-STAR

75 cents  
Newsstand price,  
less with home  
delivery

FRIDAY,  
May 8,  
2015

BREAKING NEWS ONLINE AT MERCEDSUNSTAR.COM

## FROM THE COVER

### Bicycling

FROM PAGE A1

expected to more than double that. Cycling advocates say it's an easy city to traverse while pedaling.

The city has plans for \$3.5 million in lanes, racks, shelters and other features for cyclists. Some of those have already been installed.

Kayser-Grant, who is also part of the city's Bicycle Advisory Commission, said promoting bikes in town is a good way to improve overall health and air quality.

One rider who stopped in at Bob Hart Square, Kelly Rose, said she commutes to work about 12 miles round trip. The 36-year-old said she does that about four days a week.

In the six years she's been riding, she said, she's lost 60

pounds. She said Merced's triple-digit highs in the summer aren't so bad, because of the breeze while riding. "It's actually easier and more manageable than to sit or walk in it (the heat)," she said.

According to the U.S. Census Bureau's American Community Survey, from 2009 to 2013 about 0.4 percent of Merced County commuters were biking to work. The same amount do so in Stanislaus County.

For those who missed the bike event, another is planned this weekend.

This year will be the first appearance of the Directors Ride, a celebration of the city's bike paths that includes public employees organized by David Gonzalves, director of development services for Merced.

It is a 90-minute, 8-mile ride to feature a tour of the

city's bike paths and lanes, with a rest stop at Rahilly Park, 3400 N. Parsons Ave.

Registration starts at 9 a.m. Saturday outside the Merced Theatre, 301 W. Main St. The biking begins at 10 a.m.

The ride is expected to be fairly easy, with snacks and a drawing. Children accompanied by an adult are welcome, but training wheels are not. Helmets are required.

The coalition also schedules community bike rides twice a month.

For more information on the Directors Ride or any other biking event in town, go to [www.mercedbicyclecoalition.org](http://www.mercedbicyclecoalition.org), or email [info@mercedbicyclecoalition.org](mailto:info@mercedbicyclecoalition.org).

*Sun-Star staff writer  
Thaddeus Miller can be  
reached at (209) 385-2453  
or [tmiller@mercedsunstar.com](mailto:tmiller@mercedsunstar.com).*

Friday, May 8, 2015 | Merced Sun-Star A9



# Bike-to-Work Day just down the road

*Sun-Star Staff*

The Merced Bicycle Coalition and health advocates are challenging everyone in town to strap on a helmet and pedal themselves to work at least one day this month.

May is Bike Month, and National Bike-to-Work Day is May 16.

To encourage more Mercedians to participate, the Merced Bicycle Coalition, Merced County Department of Public Health, Mercy Medical Center and Golden Valley Health Centers have planned five stations in town that morning where cyclists can grab snacks or beverages on their way to work.

The "energizer stations" are planned at Bob Hart Square, Main and Canal streets; Golden Valley Health Center, N Street and Childs Avenue; and UC Merced's Recreation Center at the 5200 Lake Road campus. Mercy Medical Center will offer stations at G Street and Mercy Drive, and the other at M and 27th streets.

This week, the Merced Bicycle Coalition, Merced County Department of Public Health and Golden Valley Health Centers gave away 250 bicycle helmets to students at Merced and Winton elementary schools, accord-

ing to a press release.

"Bicycling safety is a top priority for Bike Month," said Lisa Kayser-Grant, a member of the bicycle coalition.

The organizers also taught bicycle safety classes to the children. Wednesday was Bike-to-School Day.

It is becoming easier to get around Merced on a bicycle: Since 2004, the city has completed 27 bike-related projects. The 2013 plan calls for \$2.4 million in funds for the next three years, and 106 projects in five years, including bicycle lanes, paved paths, and stripes or shared-road markings.

About 47 miles of new Class II bike lanes are written into the plan; the city has about 30 miles of lanes now. Class II lanes are the most common and recognizable bikeways, the kind that run along a street and are separated by a white line.

Changes to bike infrastructure in Merced could increase daily ridership, according to estimates in the bike plan. Increasing lanes and other ways to cycle around town promotes fitness in Merced, as well as improving air quality and a cyclist's carbon footprint.

For more on Bike-to-Work Day, go to [www.mercedbicyclecoalition.org](http://www.mercedbicyclecoalition.org).

5-8-14 Merced Sun-Star, A-2



## Merced City Council

Mayor Bill Spriggs  
Council Members:  
Bill Blake  
John Carlisle  
Michele Gabriault-Acosta  
Noah Lor  
Josh Pedrozo  
Mary-Michal Rawling

Contact the City Council by email at [Citycouncil@cityofmerced.org](mailto:Citycouncil@cityofmerced.org), by calling 385-6834 or writing to Council members at the Civic Center address below.

## Council meetings

The Council usually meets on the first and third Monday of the month at 7 p.m. in the Council Chambers in the Civic Center. The agenda is posted online at [www.CityofMerced.org](http://www.CityofMerced.org).

## Contacting us

The Web site, [www.CityofMerced.org](http://www.CityofMerced.org), contains City Council information, the Municipal Code, General Plan and other information. Contact the Newsletter at [newsletter@CityofMerced.org](mailto:newsletter@CityofMerced.org), call the Public Information Office at 385-6232 or write:

Merced Civic Center  
Attn: Public Information Office  
678 W. 18th St.  
Merced CA 95340

The Civic Center is open Monday-Friday 8 a.m. - 5 p.m., except holidays. It will be closed Memorial Day, May 31.

## Call us

City Council .....	385-6834
City Manager .....	385-6834
City Attorney .....	385-6868
City Clerk .....	388-7100
Airport .....	385-6873
Code Enforcement.....	385-6861
Finance .....	388-7900
Inspection Services .....	385-6861
Personnel.....	388-7100
Planning Department.....	385-6858
Public Works (7:30-4:30) ...	385-6800
After hours .....	385-6905
Parks/CommServices .....	385-6855

## IN AN EMERGENCY DIAL 911

Fire Department.....385-6891  
Police Department.....385-6912

## Ask the City: Holidays mean trash pick up delayed

*Ask the City is an ongoing column answering questions that have been submitted to us by mail, email or phone. Readers can submit their questions to the addresses in the column on the left.*

### "When are they going to pick up my trash?"

*Anonymous callers*

We get these calls every time there's a holiday and the trash cans sit out on the street still full on the usual pick up day.

Before this year, there were only three holidays when the City did not pick up trash: Thanksgiving, Christmas and New Years.

That changed last year when there were changes in the hours at the County land-fill (aka the dump).

## Trash holidays

New Years Day  
Martin Luther King Jr. Day  
President's Day  
Memorial Day  
Independence Day  
Labor Day  
Veteran's Day  
Thanksgiving Day  
Christmas Day



The rule of thumb (or trash) is simple: When there is a holiday, starting with the holiday, all trash pick up will be delayed one day.

For example, this month Memorial Day, Monday, May 31, is a holiday. Everyone's trash collection gets delayed one day.

If your regular collection day was Monday, it's now Tuesday and so on down the week when the people with a Friday collection date get

trashed picked up Saturday.

If you come home and discover your trash has not been picked up, the first question to ask is: Was there a holiday this week? If so, expect the trucks to come around the next day.

If it wasn't a holiday week and your trash wasn't collected, call 385-6800. Every now and then our guys make a mistake, usually when somebody is new to the route.

## Think Green

## May is Bike Month, so cycle on!!

Walking is the greenest form of transportation, but cycling is certainly a contender. True, there is a carbon footprint left behind when a bike is created, but after that, it becomes a green extreme.

And it's fun too!

The City of Merced is interlaced with bike paths just waiting to be used and enjoyed.

To remind people that bikes are also a legitimate form of transportation, the City's Bicycle Advisory Commission reminds everyone that Friday, May 21 is **Bike to Work Day**.

There are a number of Saturday events listed on the Commission's calendar that encourage people to hit the bike paths, trails and lanes. These events are planned by the Merced Bike Coalition and helmets are a must!

May 1, **All Merced Road Ride**: Ride out to Snelling and back, starting at Kevin's Bikes at 8 a.m. different speeds for different riders.

May 8, **Tour Merced's Bike Paths**: Start at Rahilly Park at 10 a.m. and spend two hours exploring the trails.

May 15, **Ride With the Mayor**: Meet at the Scout Hut in Applegate Park at 9:30 a.m. and pedal around on a fun, family-friendly ride.  
May 22, **Bike Clinic**: At the Golden Valley Health Centers at 10 a.m. Learn how to maintain your bike, and make sure your



You don't have to be a professional cyclist to enjoy National Bike Month.

bike is adjusted to fit your body. A fun, family-friendly ride will follow.

May 29, **Bike Path Cleanup**: 10 a.m. at Lake Road and Yosemite Avenue meet to remove puncture vines that plague riders.



# Clinic wraps health into Earth Day

Golden Valley centers' celebration gives students, residents glance at going green

*Sun-Star Staff*

Through games and activities, residents and students in the south Merced area learned what it means to "go green" on Friday during Golden Valley Health Centers' Earth Day celebration.

The clinic health system held its eighth annual Earth Day event at its corporate office at 737 W. Childs Ave.

Patients and an estimated 500 students from local schools learned about water conservation, air pollution, recycling, saving energy and alternative transportation through activities such as planting seeds, relay games and

crafts.

Students had the option of planting pepper, potato and spinach seeds.

They also took part in a fishing game meant to teach them how to care for wildlife.

And they learned why riding a bicycle to and from school or taking public transportation is good for the environment.

The goal, according to organizers, was to teach the community how the environment can affect health.

"Whether we are talking about the quality of our air and water, or

**EARTH DAY** | Page A6



Lisa Kayser-Grant of the Merced Bicycle Coalition talks to children about bike safety and the health benefits of riding a bicycle. Nearly 500 children from local schools learned about recycling and conservation at the event.

Adriana Gomez, 2, of Merced gets a pink heart painted on her face Friday. At the event were representatives from PG&E, a bike group, an asthma coalition and the air district.

Thaddeus Miller [tmiller@mercedsunstar.com](mailto:tmiller@mercedsunstar.com)

## Earth Day

FROM PAGE A1

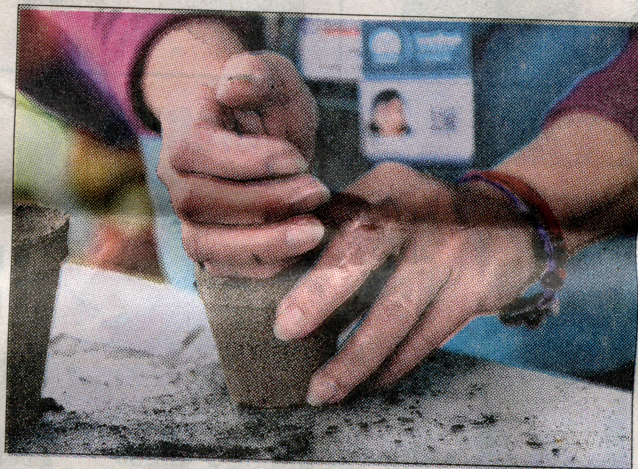
the safety of our neighborhoods, taking care of our community matters," said Tony Weber, Golden Valley's CEO, in a press release about the event.

Representatives from the Merced Bicycle Coalition, San Joaquin Valley Air Pollution Control District, Pacific Gas and Electric Co., and the city of Merced were also present to share information and resources.

UC Merced student volunteers ran a face-painting booth, and the Merced/Mariposa County Asthma Coalition provided health education information.

According to Golden Valley, the event was also an extension of the work it has done to be more environmentally friendly.

Golden Valley Health Centers is part of the air district's Healthy Air Living Partner Program.



Golden Valley Health Centers employees help children plant pepper, spinach and potato seeds during the health system's eighth annual Earth Day event, held at its corporate office.

The clinics have installed recycle bins and "paper exchanges," which encourages health center employees to reuse paper.

The clinics also have an underground irrigation system that reduces water use and water filtration systems that reduce the use of disposable plastic water bottles.

Parking lots are labeled "No Idling Zones" and employee carpool parking spots have been added.

The clinics have also implemented a bicycle subsidy program: Employees are reimbursed up to \$200 for bike expenses when they commit to riding their bicycles at least one day a week.



## Troublesome plants



SUN-STAR PHOTOS BY LISA JAMES



Kelly Rose, above, displays the pods of puncture vines or goathead thorns, while Merced Bike Coalition members Justin Hicks, left, and Lisa Kayser-Grant work to uproot some vines along the Lake Road bike path. Co-chairperson Lisa Kayser-Grant, left, and co-chair Tom Grave, right, pull up vines while Hicks bags them.





Merced Bicycle Coalition  
731 E. Yosemite Avenue, Suite B, #427  
Merced, CA 95340  
(209) 769-2233

*Making our community safer, our air cleaner, and our citizens healthier,  
by promoting bicycling as a safe and normal means of everyday  
transportation and recreation.*

San Joaquin Valley Air Pollution Control District  
Jamie Holt, Chief Communications Officer  
(559) 230-5850

April 14, 2015

Dear Ms. Holt,

The Merced Bicycle Coalition is preparing for its sixth annual National Bike Month activities, and we would like to continue our valued partnership with the Valley Air District. Our goal is to increase the number of people who ride their bicycles instead of driving, by enticing community members to participate in fun bicycling activities that can lead to the formation of clean-air habits.

Merced is celebrating Bike to Work and School Day on Thursday, May 8. The Merced Bicycle Coalition is organizing "Energizer Stations" during commute hours to provide bicycle commuters free snacks, drinks, t-shirts, goodies, and entry into the Bike Month Drawing. We are partnering with four organizations this year to provide a total of five stations, all of which will offer the Bicycle Coalition's incentive items and drawing tickets. Participants at last year's energizer stations appreciated the special treatment!

We are seeking donations of items for our drawing and financial assistance to allow us to provide publicity, free food and giveaways to participants, and educational materials. To this end we are applying to the Valley Air District for \$250 grant funding.

Thank you for your offer of assistance. We look forward to our continued joint efforts to make our community a healthier place to live.

Sincerely,  
Lisa Kayser-Grant, for  
The Merced Bicycle Coalition



## HEALTHY LIVING

# Local riders know how to 'Pedal Merced'

The annual "Pedal Merced" event brought in more than 400 participants this year. People from all around the county, including one woman from as far as Monterrey, signed up to join in the 10-mile ride around the city of Merced.

The event, sponsored by the United Way of Merced County, started and finished at Merced High School as usual with a spirited crowd of people who enjoy the outdoors and staying healthy.

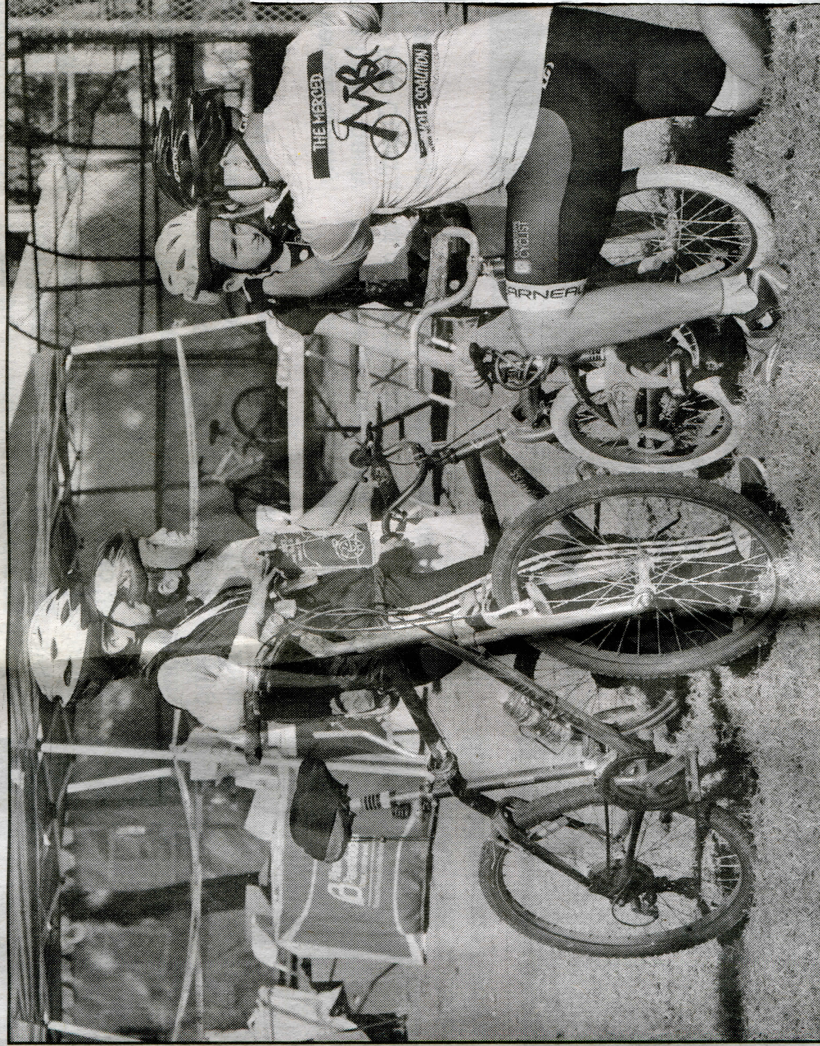
There were rest stops along the way at three parks, including Applegate, where snacks and refreshments were offered. People of all ages and families lined up with their bikes ready to be checked in with the Merced Bicycle Coalition for safety checks, and then off to the course they went. At home base there was a bounce house, music, a food tent and plenty of refreshments for everyone. The bike riders had a great time.

PHOTOS BY LYNDA BROMMAGE

## ATWATER CHRISTIAN LIFE CENTER

Jim Davis, Pastor - 1200 Shaffer Road, Atwater

Wednesday - Bible Class, 7:00 pm  
Thursday - Prayer Service, 7:00 pm



A Merced Bicycle Coalition member checks bikes and helmets as a safety measure



South Merced Community Ride, August, 2014  
Preceded by tire repair instruction and helmet giveaway





## Safe Routes to School



Skills Obstacle Course, September, 2013



Bicycling Rules and Safety Assembly, September, 2013



## Safe Routes to School



Winning Class of the Bike & Walk to School Challenge, October, 2013



Helmet fitting and giveaway to students, April, 2014



Safe Routes to School:  
Bike to School Day, 2014







Bike to Work Day 2014  
"Energizer Station"

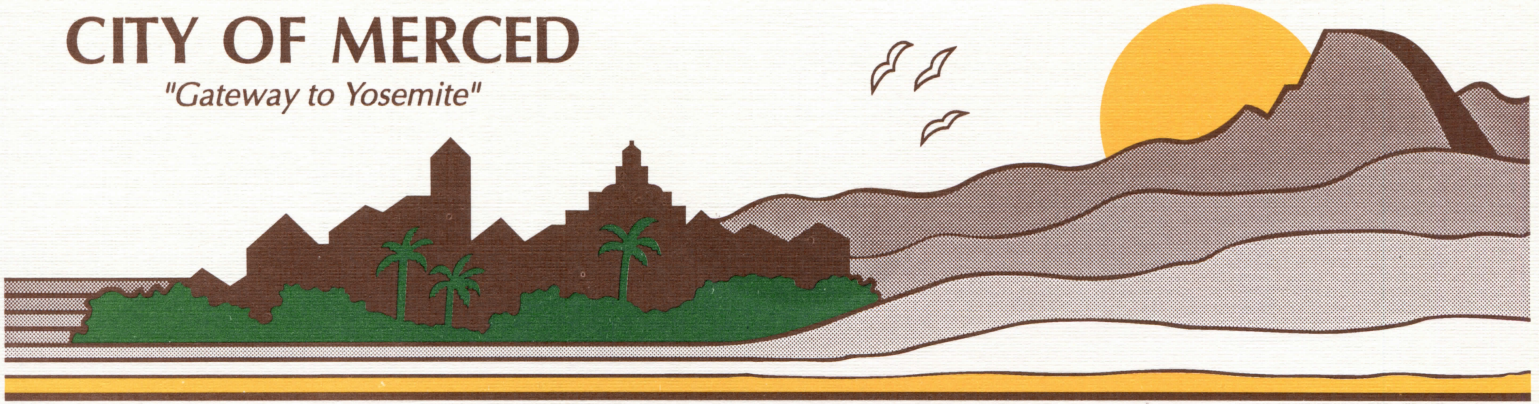


Community Bike Ride, with guests from the Fresno County Bicycle Coalition, 2014



# CITY OF MERCED

"Gateway to Yosemite"



## Proclamation

WHEREAS, for more than a century, the bicycle has been an important part of the lives of most Americans; and

WHEREAS, today, millions of Americans engage in bicycling because it is a viable and environmentally-sound form of transportation, an excellent way to achieve fitness, and provides quality family recreation; and

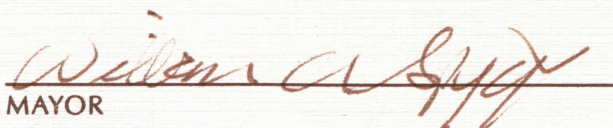
WHEREAS, the education of cyclists and motorists as to the proper and safe interaction of bicycles and motor vehicles is important to ensure the safety and comfort of all users; and

WHEREAS, the Merced Bicycle Coalition and independent cyclists throughout our City are promoting greater public awareness of bicycle operation and safety education in an effort to reduce accidents, injuries, and fatalities for all.

NOW, THEREFORE, I, WILLIAM SPRIGGS, Mayor of the City of Merced, on behalf of the City Council, do hereby proclaim the month of May 2011 as BIKE MONTH throughout the City and further proclaim Friday, May 20<sup>th</sup>, 2011, as BIKE TO WORK AND SCHOOL DAY and urge all the Citizens of Merced to recognize the importance of bicycling for transportation and recreation and urge everyone to be more aware of cyclists using our public streets.

DATED: May 2, 2011



  
MAYOR



## **Bike ride with the mayor**



SUN-STAR PHOTO BY LISA JAMES

Merced Mayor Bill Spriggs eyes the bike of David Noble, UC Merced assistant director recreation and athletics, while talking shop at a community ride hosted by the Merced Bicycle Coalition to honor National Bike Month on Saturday. Spriggs donned spandex to lead the ride, which he kicked off with a few words about Merced's commitment to being a bike-friendly and green city.



## Community Bike Ride

Pump up your bike tires and join the Merced Bicycle Coalition for a community bike ride on Saturday, August 23rd. Starting at 8:00 a.m. you can get a free bike helmet while supplies last, and learn how to fix a flat tire. The ride begins at 9:00 a.m. and will tour the streets of South Merced, following many of the new bike lanes and sharrows that were recently installed to improve bicycling safety and to encourage more people to ride bikes for transporta-

tion. According to Dwight Ewing, chair of the Merced Bicycle Coalition, "Painted lines and symbols on the street do not automatically make bike riders safer. This ride will show bicyclists how to use these features. We will experience safe cycling while having a fun, family-friendly ride". A free drawing will be held at the end of the ride for great prizes. The ride is supported by Golden Valley Health Centers, and by the Merced County Department of Public Health as

part of the CA4Health safe routes to school campaign to improve health through active transportation. Bring your helmet and meet at the Golden Valley Health Centers Senior Health and Wellness Center, 857 W. Child's Avenue in Merced, at 8:00 a.m. on August 23rd. Residents of Winton can look forward to their Community Bike Ride on Saturday, September 13. For more information please contact the Merced Bicycle Coalition at (209) 769-2233.



# CERTIFICATE OF APPRECIATION

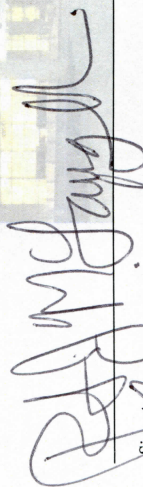
This certificate is awarded to

**Merced Bicycle Coalition**

In recognition of your support and participation in Mercy Medical Center celebrations.

WE EXTEND TO YOU OUR SINCERE APPRECIATION

Mercy Medical Center Anniversary Health Festival  
May 7th 2011

  
Signature

5-7-11

Date

5-7-11

Date



**Mercy Medical Center**

A member of CHW



October 2011

Dearest Lisa & all  
Bike Coalition members

Thank you so very  
much for your interest  
and presence at the  
women's conference.

78 people attended, 4 of  
which were men! We received  
4's & 5's on all the returned  
evaluations for interest in the  
groups that tabled.

Your support was so essential to  
this event being realized. I hope  
to have you back next year as I have  
some wonderful goals to make it  
better.

Kindly,  
Kathryn Kewey

The City of Merced  
would like to thank you  
for making our 3<sup>rd</sup>  
annual Health Fair a  
success!

Support Services Dept  
City of Merced

Lisa -  
(and the Merced Bicycle coalition!) -

A huge thank you for your continued  
hard work & efforts to promote  
Bike to Work Week in Merced.

We're so grateful for all you do -  
proud to support the NBC!  
Looking forward to 2015 already!

Best,

Kari & the Commute Connection Team

# Winton Community Bike Ride

## Saturday, September 13

### **Free Helmets (while supplies last)**

- Free snacks and prizes (Free drawing at the end of the ride, must be present to win)
- Learn how to fix a flat tire

 Location:  
Winton Park: Winton Way and Olive Avenue,  
Winton, CA

- 8:00 to 8:50 a.m.: Registration, helmet fitting, flat tire clinic
- 9:00: Bike ride begins

**\*\*Children must be accompanied by a parent or guardian on the ride\*\***

For more information contact [info@mercebicyclecoalition.org](mailto:info@mercebicyclecoalition.org)

***Come enjoy a fun family ride!***



Part I, Line 10

The Merced Bicycle Coalition is claiming exemption from the requirement to file Form 990 and Form 990-EZ because we reasonably anticipate having gross receipts of less than \$25,000 per year.

Part II, Line 1

See Exhibit A: Certified copy of Articles of Incorporation

Part II, Line 5

See Exhibit B: Bylaws of the Merced Bicycle Coalition

Part IV

See Exhibit C: Narrative Description of the Activities of the Merced Bicycle Coalition

Part V, Line 2(a)

Vice Chair Dwight Ewing and Secretary Hannah Ewing are siblings.

Part V, Line 3(a)

In addition to the specific duties listed below, all officers shall help plan, organize, and volunteer for the events and activities of the organization.

Officers:

Chair: Justin Hicks

Qualifications

- M.A.; Ph.D in Economics, University of California, Merced
- L(P)SOE: Teaching Professor of Economics, University of California, Merced
- Daily Bicycle Commuter
- Advisor of the UC Merced Cycling Club
- Extensive experience building, repairing, and maintaining bicycles
- Commissioner of the Merced City Bicycle Advisory Commission
- Completed coast-to-coast bicycle trek
- Organize annual large-scale road ride
- Maintain Merced Bicycle Coalition website and social media

Average hours worked: 12-15 per month

Duties

The chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the steering committee, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by the bylaws, or which may be prescribed from time to time by the steering committee. Unless another person is specifically appointed as chairperson of the steering committee, he or she shall preside at all meetings of the steering committee. Where possible, the chair shall preside at all



meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by the bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the steering committee.

Vice Chair: Dwight Ewing

Qualifications

- A.A., Merced College
- Cycle for 100% transportation
- Extensive experience building, repairing, and maintaining bicycles
- Currently employed as a bicycle technician
- Conduct bicycle fix and fit clinics

Average hours worked: 8 to 10 per month

Duties

In the absence of the president, or in the event of his or her inability or refusal to act, the vice chair shall perform all the duties of the chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chair. The vice chair shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by the bylaws, or as may be prescribed by the steering committee.

Secretary: Hannah Ewing

Qualifications

- Bachelor of Arts Degree, English
- Former titles include: Tutor, Supplemental Instructional Leader, Student Services Assistant, and Events Assistant
- Current Title: Receptionist, School of Engineering, UC Merced
- Commute to work regularly by bike (10 miles each way)
- Regularly cycle for recreation on the Merced bikeways
- Co-coordinated events with non-profits in former position as Events Assistant
- Currently beginning to facilitating and taking meeting notes for the All Staff meetings at the School of Engineering, UC Merced

Average hours worked: 8 to 10 per month

Duties

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the steering committee may determine, a book of minutes of all meetings of the steering committee, and of the general meetings of the members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the steering committee, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of the bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or the bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any steering committee member of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by the bylaws, or which may be assigned to him or her from time to time by the steering committee.

Treasurer: Thomas Hothem

Qualifications:

- MA in English from Rutgers University; PhD in 18th Century Environmental Literary History from the University of Rochester.
- Associate Director of the University of California, Merced, Merritt Writing Program.
- Commute by bicycle daily for over thirty years
- League of American Bicyclists Certified Instructor
- Provided Safe Routes to School Safety Workshops and led associated community rides
- Commissioner of the Merced City Bicycle Advisory Commission
- Consulting work conducted pertaining to bicycle parking and signage
- Member of the UC Merced Chancellor's Advisory Committee on Sustainability
- Active in presenting bicycling workshops and in promoting bicycle safety on the U.C. Merced campus

Average hours worked: 8 to 10 per month

Duties: Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the steering committee.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the steering committee, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the steering committee, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by the bylaws, or which may be assigned to him or her from time to time by the steering committee.

Member at Large: Madison Toel

Qualifications

Attending California State University, Stanislaus, BFA candidate

Art student with experience in design

Casual bike rider who learned 2 years ago.

Served on high school student union and the board of the Elk's Lodge Junior Faction

Average hours worked: 8 to 10 per month

Duties

Attend steering committee meetings as a voting member.

Part V, Line 4(a)

The Merced Bicycle Coalition has adopted a conflict of interest policy that controls the approval of salaries to directors, officers, and other "disqualified persons" as defined in Section 4958 of the Internal Revenue Code. See Article 9, as well as Article 3, Section 6, and Article 4, Section 8, of the bylaws attached to this application. Also, Article 9, Section 5, of this organization's bylaws applies additional conflict of interest requirements on the board and compensation committee when approving compensation arrangements.

Part V, Line 4(b)

Article 9, Section 3, of this organization's bylaws requires the approval of compensation of directors, officers, and any "disqualified person" as defined in Section 4958 of the Internal Revenue Code in advance after full disclosure of the surrounding facts and approval by disinterested members of the governing board or committee and prior to entering into the compensation agreement or arrangement. Further, Article 9, Section 5(a), of this organization's bylaws requires specific approval of compensation arrangements prior to the first payment of compensation under such arrangements.

Part V, Line 4(c)

Article 9, Section 4, of this organization's bylaws require the taking of written minutes of meetings at which compensation paid to any director, officer, or other "disqualified person" as defined in Section 4958 of the Internal Revenue Code, are approved. The minutes must include the date and the terms of the approved compensation arrangements. Further, and specifically with respect to the approval by the board or compensation committee of compensation arrangements, Article 9, Section 5(d), of the bylaws requires the recording of the date and terms of compensation arrangements as well as other specific information concerning the basis for the approval of compensation arrangements.

Part V, Line 4(d)

Article 9, Section 4, of the bylaws requires the written recording of the approval of compensation and other financial arrangements between this organization and a director, officer, employee, contractor, and any other "disqualified person" as defined in Section 4958 of the Internal Revenue Code, including the names of the persons who vote on the arrangement and their votes. Further, and specifically with respect to the approval by the board or compensation committee of compensation arrangements, Article 9, Section 5(d), of the bylaws requires the recording of the board or committee members who were present during discussion of the approval of compensation arrangements, those who voted on it, and the votes cast by each board or committee member.

Part V, Line 4(e)

Article 9, Section 5(c) of the bylaws requires that the board or compensation committee considering the approval of a compensation arrangement obtain compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions; the availability of similar services in the geographic area of this organization; current compensation surveys compiled by independent firms; and actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement. This article also provides that it is sufficient for these purposes to rely on compensation data obtained from three comparable organizations in the same or similar communities for similar services if this organization's three-years' average gross receipts are less than \$1 million (as allowed by IRS Regulation 53.4958-6).

Part V, Line 4(f)

(Part V, Line 4(f)) Article 9, Section 5(d), of the bylaws requires that the written minutes of board or compensation committee meeting at which a compensation arrangement was discussed and approved include the terms of compensation and the basis for its approval. This bylaw provision includes a list of specific information that must be included in the required written minutes.

Part V, Line 5(a)

The steering committee (board of directors) of this organization has adopted bylaws that contain a conflicts of interest policy. The policy is set out in Article 9 of the attached bylaws. This policy is based on the sample conflict of interest policy contained in Appendix A of the official instructions to IRS Form 1023. The organization has added additional requirements in Article 9, Section 5, of its bylaws for the approval of compensation arrangements that are based on the additional requirements contained in IRS Regulation Section 53.4958-6 to help ensure that all compensation arrangements are made by disinterested members of the organization's board of a duly constituted compensation committee of the board and are fair, reasonable, and in furtherance of the tax-exempt purposes of this organization.

Part V, Line 7(a)

The Merced Bicycle Coalition may, from time to time, purchase goods or services from officers. However, we will pay no more than the commercially competitive, fair market value for such. Article 9, Section 3 of the bylaws requires the approval of conflict-of-interest transactions or arrangements, such as the purchase or sale of goods, services, or assets between the corporation and one of its officers, steering committee members, or any other "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, by the vote of a majority of disinterested officers or members of a board committee, only after a finding that a more advantageous transaction or arrangement is not available to the organization and that the proposed transaction or arrangement is in the organization's best interest, is for its own benefit, and is fair and reasonable.

Part VI, Line 1(a)

In carrying out its exempt purpose the Merced Bicycle Coalition provides goods and services to individuals as follows:

1. Bicycling education and fix/fit classes and workshops, offered to all members of the public, or sectors of the public such as the bicycling rules and fixing clinic held at the homeless shelter for its clients
2. Bicycling-related items such as reflectors, tire patch kits, and snacks offered to participants of bicycling events that are open to the public, such as the Bike to Work Day energizer stations and the All-Merced Road Ride
3. Helmets given to students as part of Safe Routes to School programming
4. Bike rides led and supported by the organization are offered to all members of the public
5. Bicycles refurbished and given to three local university students

Part VI, Line 1(b)

In carrying out its exempt purpose the Merced Bicycle Coalition provides goods and services to organizations as follows:

1. Bicycling educational presentations for students and parents provided to schools as part of Safe Routes to School programming
2. Bicycling safety and rules workshops organized and conducted for the City of Merced and Golden Valley Health Center as part of their public events
3. Helmets and bicycling related items provided to schools as part of Safe Routes to Schools programming
4. Teacher's guides for Safe Routes to School curriculum given to schools
5. Bicycle and helmet safety check service provided to the United Way of Merced County for their annual Pedal Merced public bike ride event

Part VI, Line 3

Individuals with a family or business relationship to officers of the organization could benefit from goods or services of the organization but only incidentally as members of the public, to whom such goods and services are offered. For example, individuals with a family or business relationship to officers of the organization could participate in the All-Merced Road Ride and receive the same goods and ride support offered to all participants, or the child of an officer could receive a free helmet by being a student at one of the schools participating in the Safe Routes to School program.

Part VIII, Line 2(a)

The organization's attempts to influence legislation that supports bicycling and bicycling safety are an insubstantial part of the overall programs and activities, taking a minimal amount of time and no funds. The effort consists of posting information regarding such legislation on the organization's website and social media, and occasionally sending a comment letter to legislators. This has occurred less than 10 times per year to date, and plans are to continue to keep this activity to a minimum.

Part VIII, Line 4(a)

The organization's fundraising activities consist or are planned to consist of the following:

1. E-mail solicitations: At the beginning of each year the organization sends an invitation to join or renew membership to everyone on its e-mail contact list. This list grows as event participants, interested members of the public, and persons contacting the organization through social media, provide their contact information. Some of these people choose to join and others choose to make a donation.
2. Personal solicitations: The Merced Bicycle Coalition, as an organization and through its members, may personally approach individuals or organizations for the purpose of soliciting funds or other support. A member personally appealed to two local grocery stores for support for the Bike to Work Day, resulting in donations of two \$25 store gift cards. Four local businesses, whose owners have a personal interest in bicycling, were personally solicited for support, resulting in cash donations to the organization over four years. The Coalition applied to the nonprofit organization Commute Connection for funds to support Bike to Work Day, resulting in 3 grants of \$250.
3. Foundation grant solicitation: This method has not been used yet, but will be considered as a means to support costly potential projects such as the purchase of a fleet of bikes to be

used with student on-bike classes. Obtaining 501(c)3 tax-exempt status is an important step in becoming eligible for most such grants.

4. Accept donations of the organization's website: The organization's website has at times had a link for donations which could be made by Paypal. This feature is not currently on the website but may be used again in the future.
5. Receive donations from another organization's website: The Merced Bicycle Coalition currently does not receive donations from another organization's website; however, this fundraising method could be used at some time in the future.
6. Government grant solicitations: The Merced Bicycle Coalition has applied to the San Joaquin Valley Air Pollution Control District for support for Bike to Work Day events, resulting in \$250 to \$500 grants in three years. See Exhibit F, page 1. The organization has been offered and accepted grants for Safe Routes to School programming from a local government agency, the Merced County Department of Public Health. We expect to apply for other government grants in the future.

Part VIII, Line 4(d)

State and local jurisdictions in which the organization conducts fundraising:

State of California, Merced County, Merced City. Fundraising is by and for the organization only.

Part IX, Line 9, column (a) and (d)

The \$1500 fees for program services amount in column (a) is funds received under a contract from Golden Valley Health Center, a nonprofit organization, for bicycling services and materials provided for their Healthy South Merced healthy active transportation campaign, including organizing and conducting educational events for students and adults; training of volunteers for helmet fitting; providing educational and incentive materials for students and teachers; conducting community bike rides.

The \$500 amount in column (d) is a fair projection of income from fees for program services for the year 2016.

Part IX, Line 23

See Exhibit D: Other Expenses, Part IX, Line 23.

Schedule G, Line 2(a)

The Merced Bicycle Coalition, a California nonprofit corporation, began as the Merced Bicycle Coalition, an unincorporated association. The intent of the original organization was to eventually change to a nonprofit, tax-exempt corporation, once it became sufficiently established in the community and had the resources, both human and financial, to make the change. Therefore the organization continued its activities uninterrupted by the change of legal form, with the nonprofit corporation taking over the programs and assets of the unincorporated association.

Schedule G, Line 2(b)

Tax status: The predecessor organization, Merced Bicycle Coalition: unincorporated association, was considered tax exempt because it had gross receipts in each taxable year of less than \$5000.

Schedule G, Line 2(e)

(Schedule G, Line 2(e))

The change in organizational form, resulting in the taking over of the activities and assets of the unincorporated association by the nonprofit corporation, is to continue the program activities of the Merced Bicycle Coalition and facilitate expansion of these programs by acquiring the special eligibility for a wide range of grant and other funding opportunities accorded to 501(c)3 organizations.

Schedule G, Line 5

All of the officers of the predecessor organization became the officers of the nonprofit corporation when the legal form change was made. Two of those five officers have been subsequently reelected to the steering committee (board) and all remain members of the organization.

Schedule G, Line 6(a) and (c)

See Exhibit E, Offer to Transfer Assets