

BYLAWS OF FREE BIKES 4 KIDZ MARYLAND INC

1. PURPOSE AND AUTHORITY

The purposes of the corporation are to engage in, assist, and contribute to the support of exclusively charitable, religious, scientific, literary, or educational activities and projects, within the meaning of Section 501(c)(3) of the Internal Revenue Code by

1.1) Collecting, refurbishing and distributing donated bicycles to children who would otherwise be unable to afford a bicycle

1.2) Supporting programs that provide easy access to bicycles, bicycle training, and bicycling opportunities for children and families in need

1.3) Doing any and all other acts and things which may be necessary, incidental or desirable in the accomplishment of any of the foregoing purposes.

1.4) The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, or subsidies out of the net income or the principal assets of the corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), and shall have authority to conduct all other activities as may be necessary, advisable, desirable, or expedient to accomplish its purposes, to the full extent permitted by the laws of the United States, the State of Maryland, and the Articles of Incorporation.

2. OFFICES

The initial office of the corporation shall be 5178 Downwest Ride, Columbia, MD 21044. The corporation may move this office or establish new offices at such other places, as the Board of Directors may from time to time direct.

3. DIRECTORS

3.1) General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

3.2) Number and Election. At least 3 Initial Directors shall be selected at the Organizational Board Meeting, after which the Board of Directors shall be composed of at least three persons. At each annual meeting, the directors shall determine the number of directors and elect directors.

3.3) Term. Each director shall serve for a three-year term and serve a maximum of three consecutive terms. A director may not be re-elected to the board until one year after the end of his or her third term. The initial Board members shall be divided into three approximately equal groups, one-third (1/3) of the members to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third

(1/3) for an initial term of three (3) years. Persons serving an initial term of less than three (3) years may serve for two (2) additional full three year terms.

3.4) Removal. A director may be removed at any time, with or without cause, by a two-thirds vote of the other directors of the corporation present at any meeting at which there is a quorum. Removal shall be effective upon the mailing of a written notice to the director who is removed.

3.5) Resignation. Any director may resign at any time by giving written notice to the President or to the other Directors, if the resigning Director is the President. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

3.6) Vacancies. Vacancies in the Board of Directors shall be filled by the remaining directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

3.7) Quorum; Voting. A majority of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

3.8) Board Meetings.

(a) Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing board members and officers and transacting any other business coming before it. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Maryland that the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the corporation. The President or any director may call a special Board meeting.

(b) Notice. Notice of Board meetings shall be made by giving forty-eight (48) hours' oral notice or five (5) days' written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Written notice may be given by (i) mailing such notice to a director at the address of the director in the corporate records, (ii) handing such notice to a director, (iii) faxing such notice to a director, when directed to a telephone number at which the director has consented to receive notice, (iv) mailing such notice to a director by electronic mail, when directed to an electronic mail address at which the director has consent to receive notice, or (v) directing such notice to a director by any

other form of electronic communication by which the director has consented to receive notice. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been accounted at a previous Board meeting, no notice is required.

3.9) Waiver of Notice. A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

3.10) Electronic Conference Meetings. A director may participate in a Board meeting by means of conference telephone or by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.11) Action Without Meeting. An action required or permitted to be taken at a Board meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

3.12) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving proper compensation therefor.

ARTICLE 4 OFFICERS

4.1) General. The corporation shall have a President, Secretary, and Treasurer and such other officers or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive such compensation for their services and reimbursement for their expenses as determined from time to time by the Board.

4.2) Election, Term, and Removal. Officers shall serve for a two-year term. At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of two-thirds of the directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer).

4.3) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.

4.4) Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

4.5) President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) preside at all meetings of the Board; (b) see that all orders and resolutions of the Board are carried into effect; (c) maintain records of and certify proceedings of the Board; (d) sign all contracts and agreements in the name of the Corporation after they have been approved by the board, and (e) perform such other duties as may from time to time be prescribed by the Board.

4.6) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall

- (a) keep accurate financial records for the corporation;
- (b) deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time;
- (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers therefore;
- (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;
- (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and
- (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

4.7) Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

4.8) Vice President. A Vice President may be elected by the Board. The Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Board of Directors may designate a Vice President or Vice Presidents to succeed to the power and duties of the President.

4.9) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

4.10) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

ARTICLE 5 COMMITTEES

5.1) Executive Committee. The Board of Directors may, by action of a majority of the entire Board, designate two or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

5.2) Advisory Committee. The Board of Directors may, by action of the entire Board, designate certain persons to serve as an Advisory Committee to the Board. The Board may designate one or more persons, including without limitation, current Board members and persons who have served as Board members, to serve on the Advisory Committee. The Advisory Committee shall have such powers as the Board may grant such Advisory Committee, including but not limited to providing advice to the Board relating to general management, policy and administration of the corporation, including the investments of corporate funds and charitable distributions from the corporation. The Advisory Committee also shall at all times be subject to the control and direction of the Board, and the Board shall have the sole authority and discretion to decide whether the Board will act on any Advisory Committee advice to the Board.

5.3) Other Committees. The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees.

ARTICLE 6 FISCAL YEAR

6.1) Fiscal Year. The fiscal year of the corporation shall be from July 1st to June 30th.

ARTICLE 7 DIRECTOR STANDARDS OF CONDUCT AND LIABILITY

7.1) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

7.2) Conflicts of Interest. Any board member, officer, employee, or committee

member having a material financial interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

7.3) Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

7.4) Exoneration. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

7.5) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

ARTICLE 8 AMENDMENTS

8.1) Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of a majority of the directors. Any amendments proposed to substantially change the purposes of the organization shall require approval by a two-thirds majority of the Board of Directors then serving. In either case, all directors shall be notified in writing of the proposed amendments at least seven (7) days before such action takes place.

ARTICLE 9 DISSOLUTION

9.1) The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this day of 1999.

The undersigned, , Secretary of Organization, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation effective as of _____, 2019.

Secretary