

I. Name and Office of Organization

The name of the Corporation is Here In My City.

1.1 Principal Office

The principal office is 107 Mercer Street, Reading PA 19601.

1.2 Other Offices

The Corporation may have other offices as the Board of Directors designates.

II. Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Here In My City works to help people claim their voice and rewrite the city's narrative through the production process of an urban 'zine and by supporting local bike culture.

The specific objectives and purpose of this organization shall be:

- A. To create a bike commuter population that's supported through better infrastructure, educated motorists and law enforcement, access to affordable services and accessories and a lack of stigma.
- b. To create a platform where anyone, irregardless of income or education, can submit thoughtful, critical & provocative writing that instigated change, thought or growth at the individual and community level.
- c. To create a city where civic-engagement and participation in community change is the norm because the population is educated on, helped to, and rewarded for participation.

2.1 Purpose of bylaws

These bylaws serve as the governing document of the corporation and are intended to supplement but not replace applicable federal and state laws, including the Nonprofit Corporation Statute as it and any other applicable statutes may hereafter be amended.

III. Members

The membership of the corporation shall consist of the members of the Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

3.2 Annual Dues

The amount required for annual dues shall be \$5 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

3.3 Resignation

Any member may resign by filing a written resignation with the secretary at least two weeks before effective.

3.4 Attendance

Each member of the Board of Directors shall attend in-person at least half of the quarterly meetings each year.

3.5 Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

3.6 Forfeiture

Any member of the Board who fails to fulfill any of their requirements as set forth in Section 3 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meeting any or all of the requirements of Section 3 of this Article are not entitled to vote at the annual meeting.

3.7 Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay or within two quarterly-meeting periods by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may

be created and filled according to specific methods approved by the Board of Directors.

3.8 Informal Action by Directors.

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of all the Directors following notice of the intended action to all members of the Board.

3.9 Tenure

Newly elected voting members of the Board of Directors may serve two consecutive three year terms or a total of six consecutive years after which they may serve on an Advisory Board. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

3.10 Confidentiality.

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

3.11 Removal

Any member of the Board may be removed by vote of three-quarters of the members of the Board if it is in their judgement the best interest of the Corporation. Each member of the Board of Directors must receive written notice of the proposed removal at least ten days in advance of the proposed action.

3.12 Regular meetings.

The BOD shall hold regularly scheduled meetings each business quarter.

3.13. Annual Meetings.

An annual meeting shall take place in the first quarter of each year, which may count

as one of the required quarterly regular meetings, at a time and place designated by the President within the county of Berks. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the organization.

3.13 Special Meetings.

Special meetings may be called by the President or by a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

3.14. Notice of meetings.

Notice of each meeting shall be given to each voting member digitally not less than two weeks prior to the meeting. Special meetings of the Board of Directors shall be given at least two days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose or, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

3.15 Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

3.16 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise designated in these by-laws.

3.17 Number and Qualifications

The number of Directors of the Corporation shall be at least four and no more than 8, provided however that the Board may increase this number by a lawful vote, and shall include the following officers: the President, the Vice-President, the Secretary and Treasurer. Each Director shall be at least 18 years of age. Newly elected Directors shall assume their duties at the Corporation's first Regular Meeting after

Regular Meeting at which they were elected. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present.

3.18 Liability

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of the director's office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease a director's liability with respect to actions or failures to act occurring prior to such change.

IV OFFICERS

4. 1 Number and Qualifications

The officers of the Corporation shall be a the President, the Vice President, the Secretary and Treasurer, and such other officers as the Board authorizes. Any two or more offices may be held by the same person. Voting Officers of the Board of Directors may serve two consecutive three year terms or a total of six consecutive years after which they may serve on an Advisory Board.

4.2 Election

The officers shall be elected by the Board at its annual meeting and shall hold office until their successors are elected and qualified or until their earlier death, disability, resignation or removal by the Board.

4. 3 President

The President shall be the chief executive officer of the Corporation; shall, in general, perform all duties incident to the office of president and such other duties as may be assigned by the Board of Directors; and shall preside at all meetings of the Board.

4.4 Vice-President

The Vice President in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

4.5 Secretary

The Secretary shall be custodian of the books and records of the Corporation; shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized; shall record the minutes of the meetings of the Board and shall be responsible for the giving of all notices of such meetings in accordance with these bylaws.

4.6 Treasurer

The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Directors; shall render to the President and to the Board upon request an account of all the Secretary/Treasurer's transactions as Secretary/Treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of secretary/treasurer and as may be assigned by the Board of Directors or President.

V. Corporate Staff

5. 1 Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Board of Directors supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as required by the President or the Board.

The Executive Director shall be an Ex-officio, non-voting member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the directors. Such removal shall be with cause.

VI Conflict of Interest and Compensation

6.1 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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.

6.2 Conflict of Interest Definition, Procedure and Records of Proceedings

No director shall maintain substantial personal or business interests which conflict with those of the Corporation. Each director shall executive statement in January of each year setting forth conflicts of interest or stating that no such conflicts exist. In addition, any director, officer, employee, member or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon follow the procedure set forth below:

- (a) The Board Or committee shall gather comparability data regarding a possible conflict to make determinations regarding the fairness and reasonableness of the transaction. The Board or committee shall seek guidance from IRC Sec 4958 and its regulations for guidance on what constitutes appropriate comparability data.
- (b) The interested party may make a presentation to the Board or committee concerning the transaction and the Interested Party's Interest in the transaction or arrangement. The Board or committee shall then discuss the transaction or arrangement without the interested party resent, including the data gathered about possible more advantageous transactions or arrangements. The interested party is required to abstain from any votes pertaining to said transaction or arrangement.
- (c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the 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 this determination, it shall make its decision as to whether to enter the transaction or arrangement.
- (d) The Board or committee shall keep written records of all disclosures and discussion pursuant to this Article 6. At all meetings involving conflicts discussions the Secretary shall keep separate, more detailed minutes of the discussion. In addition to the annual filing described above, the Corporation

may engage from time to time outside experts to conduct a periodic review of the provision and to the audit the minutes of discussions pursuant to this provision.

6.3 Compensation.

The members of the Board of Directors may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

6.4 Annual Statements

Each director, principal officer and member of a committee with governing board 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 Organization 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.

6.5 Outside Experts

Use of Outside Experts When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article VII INDEMNIFICATION

7.1 General

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

7.2 Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

7.3 Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article VIII Books and Records

8.1 Books and Records.

The Corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, the names of the members, and showing their respective addresses and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books and records of account. The records provided for herein shall be kept at the registered office of the corporation, or other offices, pursuant authorization of such location by the Board.

8.2 Director Access

Every Director shall have a right to examine, in person or by agent or attorney, during the usual hours for business with written advance notice of at least one week, for any proper purpose, the books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Article IX TRANSACTION OF BUSINESS

9.1

The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds ($\frac{2}{3}$) of the members in office of the Board of Directors.

9.2

Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

9.3

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the corporation.

ARTICLE X WAIVER OF NOTICE

10.1

Any notice required to be given under these Bylaws may be effectively waived by the person entitled to such notice by written waiver signed before or after the meeting to which such notice relates or by attendance at such meeting otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XI FISCAL YEAR

11.1

The fiscal year of the Corporation shall begin in January 1 and end on December 31.

ARTICLE XII AMENDMENTS

12.1 Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

12.2 Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____,
20__.

_____ Jason Hugg, President, Here In My City

_____ ATTEST: Dani Motze, Secretary, Here In My City