

AMENDED ARTICLES OF ORGANIZATION
AND BY-LAWS

WESTERVILLE TO ARENA DISTRICT BIKEWAY ASSOCIATION

ARTICLE I. NAME AND PURPOSE

SECTION 1. This organization shall be known as the Westerville to Arena District Bikeway Association.

SECTION 2. The purposes of this organization are to erect and maintain a public work and to lessen the burdens of government.

These purposes will be achieved by creating and overseeing a public bicycle and multi-use trail on an abandoned rail grade running from Cooper Park in Columbus, Ohio, to 17th Avenue in Columbus, Ohio, and to proceed from that point by available means to the Arena District of downtown Columbus, Ohio.

The activities of this organization are to include, but are not limited to, consulting with government agencies on the project, educating the public as to the positive effects trail use has on communities and individuals in general, acquiring land and rights-of-way, and managing construction of the bikeway.

Notwithstanding any other provision of this document, said organization 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 corresponding section of any future federal tax code.

ARTICLE II. MEMBERSHIP

SECTION 1. Any person may be a member of this organization who upholds its By-Laws, supports the accomplishment of its stated purposes, and pays dues of \$10 per year.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. The number of Directors of the Corporation shall be five (5). Each elected Director shall hold office for a term of two (2) years. A majority vote of at least three Directors is sufficient to conduct business.

SECTION 2. The Board may create committees, appoint committee chairs, and delegate assignments to individual members, as needed, and by mutual consent.

SECTION 3. Board members to receive no compensation.

SECTION 4. Nominations to temporarily fill Board vacancies may be drawn from the general membership. A majority vote by Board members is required to confirm the nominee.

ARTICLE IV. OFFICERS

SECTION 1. The Board shall elect a Chair, a Secretary and a Treasurer (the "Officers").

SECTION 2. The responsibilities of Officers are as follows:

Chair: Organizes and conducts meetings and provides leadership.

Secretary: Records all actionable items and processes official communications.

Treasurer: Handles monetary matters and provides monthly balance sheets.

ARTICLE V. MEETINGS

SECTION 1. The Board of Directors is to meet quarterly at a mutually agreed upon time and place. Additional meetings may be called by mutual agreement.

SECTION 2. An Annual Meeting for membership as a whole is to be held for the purpose of electing new directors or reelecting existing directors to additional terms and for the transaction of such other business as may properly come before the meeting. A majority vote by quorum constitutes an election.

SECTION 3. Meetings for the membership as a whole may be called by the Board of Directors at any time. A quorum of 1/3 of the membership is required to conduct business.

ARTICLE VI. CHANGES TO BY-LAWS

SECTION 1. The By-Laws of this organization may be modified by 2/3 majority vote of the membership.

ARTICLE VII. MODEL OF CONDUCT

SECTION 1. The business of this organization is to be conducted according to Robert's Rules of Order.

ARTICLE VIII. UNPERMITTED BENEFITS AND ACTIVITIES

SECTION 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

SECTION 2. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX. DISSOLUTION

SECTION 1. Upon the dissolution of the Association, all assets remaining after paying or making provision for the payment of all of the liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted September 22, 2008