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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is RECYCLE-A-BIKE
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes for which the corporation is organized are:
To promote bicycling as a safe, fun, sustainable, and
empowering mode of transportation. We provide the greater
Providence community access to the skills and resources to
maintain, repair, and build bicycles in a workspace where all
are welcome
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
see attachment

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5. The address of the initial registered office of the corporation is 27 Sims st.
(Street Address, not P.O. Box)
Providence, RI 02909, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is The Steel Yard
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
x Jenna Johns Ju	x 304 Benefit St. Apt. #4, Providence RI 02903
x EMILY LINDBERG	x 304 Benefit St. Apt. #4, Providence RI 02903
x John Powning	x 22 East St., Providence, RI 02906
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
x Jenna Johns Ju	x 304 Benefit St Apt #4, Providence RI 02903
x EMILY LINDBERG	x 304 Benefit St Apt #4, Providence RI 02903
x John Powning	x 22 East St. Providence, RI 02906
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin _____
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: 10/20/09

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Jenna Johns Ju
Emily Lindberg
John Powning

Signature of each Incorporator

Recycle-a-Bike Bylaws

1. Philosophy

- 1.1. This section states the key elements of Recycle-a-Bike's purpose: it's mission, philosophical approach to organization governance, inclusiveness, and not-for profit stance.

2. Mission Statement

- 2.1. Recycle-a-Bike promotes bicycling as a safe, fun, sustainable, and empowering mode of transportation. We provide the greater Providence community access to the skills and resources to maintain, repair, and build bikes in a workspace where all are welcome.

3. Consensus-Oriented Decision-Making

- 3.1. Recycle-a-Bike adopts a consensus-oriented approach to decision-making at the collective, committee, and general body level. This means that on any issue at any level the decision making entity first seeks a unanimously supported decision.
- 3.2. If, after 2 voting sessions have passed, unanimous support is not achieved, the body can make a decision with an 80% supermajority. Supermajority refers to 80% of those voting volunteers who choose to vote, not 80% of all voting volunteers.

4. Equal Opportunity & Inclusiveness

- 4.1. RAB does not discriminate on the basis of race or ethnicity, gender, sexual orientation, socioeconomic status, physical ability, age, children, or political viewpoints apart from bikes.
- 4.2. RAB ensures that some programs and bicycle sales are offered through work/trade or at a sliding scale rate to remain accessible to low income persons.
- 4.3. RAB seeks to be inclusive, actively welcoming new volunteers into the organization.

5. Non-Profit

- 5.1. RAB is sponsored by the Woonasquatucket Valley Community Build (dba The Steel Yard), 501c3 (EIN#) 32-0015513.
- 5.2. The terms of this sponsorship are outlined in accordance with agreements made between the collective and the Steel Yard.
- 5.3. No group funds or property may be expended for the private benefit of any volunteer.

6. Ownership of Resources

- 6.1. RAB is collectively owned by its volunteers. No volunteer can appropriate resources for personal use, and ultimate control of Recycle-a-Bike's resources rests with the volunteer body.

7. Volunteer Rights & Responsibilities

- 7.1. All volunteers are required to observe the terms of the Volunteer Code of Conduct and to act in accordance with the rights and responsibilities of their volunteer status. Should they break these terms, action may be taken according to the Volunteer Disciplinary Procedure.

8. Rights and Responsibilities of General Volunteers

- 8.1. General volunteers are occasional or new and can be working towards becoming a committed volunteer.
- 8.2. A General Volunteer:
 - 8.2.1. Adheres to the Volunteer Code of Conduct
 - 8.2.2. Can use volunteer hours to trade in for used bikes or parts, clinic sessions, or access to shop time when space is available
 - 8.2.3. May attend volunteer meetings
 - 8.2.4. May participate on committees
 - 8.2.5. May receive volunteer emails
 - 8.2.6. May advertise their awesomeness as a RAB volunteer
 - 8.2.7. If a General volunteer is seeking to become a committed volunteer, s/he must spend at least 6 hours within one month, working on RAB's behalf in approved ways, as set forth in policy.
 - 8.2.8. If a volunteer is seeking non-voting status with a modified commitment the collective may approve a modification during the one-month provisional period. Frequent use of this exception is discouraged.

9. Additional Rights and Responsibilities of Committed Volunteers

- 9.1. Committed volunteers consistently commit enough time to be familiar with the organization and can therefore vote and run for offices.
- 9.2. A Committed volunteer has all the rights & responsibilities of a General volunteer, as well as the following:
 - 9.2.1. Spends at least 6 hours per month working on RAB's behalf in approved ways, as set forth in policy. In special cases this parameter may be changed by Council consensus. Frequent use of this exception is discouraged.
 - 9.2.2. Participates on at least one committee
 - 9.2.3. Has voting power within the committee to which s/he serves and the general body
 - 9.2.4. May vote for elected positions
 - 9.2.5. May run for elected positions
 - 9.2.6. Has access to free shop time when space is available

10. Additional Rights and Responsibilities of Coordinators

- 10.1. Coordinators are elected positions and are members of the Council of Coordinators.
- 10.2. A Coordinator has all the rights & responsibilities of a Committed volunteer, as well as the following:
 - 10.2.1. Spends at least 12 hours per month working on RAB's behalf in approved ways, as set forth in policy.
 - 10.2.2. Holds a coordinator seat in the Council
 - 10.2.3. Has voting power within the committee to which s/he serves, within the Council, and the general body

11. Code of Conduct

- 11.1. All volunteers should act to further RAB's mission in accordance with RAB's philosophy, bylaws, and policies.

- 11.2. Violations of the code of conduct will be dealt with in accordance with the Disciplinary Procedure.

12. Access to the Shop

- 12.1. Volunteer access to the shop, and all other RAB property, will follow the Key Policy. [Note: Key Policy will be reviewed and voted on at next meeting.]

13. Council of Coordinators & Decision Making

- 13.1. RAB elects a Council of Coordinators, from its body of committed volunteers, in order to improve decision-making and place accountability for RAB's administration at one source. The Council is charged with making decisions as representatives of each committee that best reflect the volunteers' points of view as well as the coordinators' judgment. When collective members' best judgment of volunteer sentiment differs from their own point of view it is the coordinator's responsibility to resolve this conflict by discussing the conflict with volunteers and representing the will of the committee within the Council. The best collective candidates are active and communicative people who will make an effort to talk with volunteers, and will genuinely consider other points of view.
- 13.2. The Council is responsible for ad hoc decisions necessary to guarantee smooth daily business, the continuing maintenance of the organization's health and its long-term planning. The Council may also act as a regulatory body and may adjudicate in special occasions.

14. Coordinator Seats

- 14.1. RAB will consist of five coordinators:
- 14.1.1. The Chair is coordinates the Council and is responsible for facilitating Council meeting, strategic planning, capacity building and long term planning of the organization with the guidance of the Council.
 - 14.1.2. The Treasurer is responsible for finances and oversees the Funds Committee. The Treasurer (or their committee) must monitor and approve all expenditures, sign all checks, and monitor all bank accounts. The treasurer must present a financial report for the previous month at each board meeting.
 - 14.1.3. The Shop Coordinator is responsible for enforcing standard operating procedure and shop policies and acting as liaison between the Council and in-shop-volunteers.
 - 14.1.4. The Communications Coordinator is the secretary, serves as the official contact person for non-volunteers and works with the Communications committee organizing events and promoting the RAB.
 - 14.1.5. The Programs Coordinator oversees all programs of RAB and works with the Programs Committee to ensure quality programming that furthers RAB's mission.

15. Elections

- 15.1. Collective members are elected to 6-month terms with elections occurring every six months. All coordinators are eligible for re-election after a 6-month grace period. There are no term limits. The Election Committee establishes election procedures (to be ratified by a super majority of the voting volunteers) and runs elections. Should a coordinator seat become vacant, the seat will be filled by the next highest vote getter in

the last election for the remainder of their term. Any qualified committed volunteer can run for Collective member.

16. Council/Volunteer Body Interaction

- 16.1. At least one Coordinator is required to attend volunteer committee meetings as a representative of the collective. Major decisions cannot be made without the presence of at least one Coordinator. If any special agenda item must be heard by the collective, the volunteer body can request a Council Hearing with the support of 1/3 of the volunteer body.

17. Resignation, Termination, and Absences

- 17.1. Resignation from the collective must be made to the Chair in writing.
- 17.2. A Coordinator shall be dropped for excess absences from the Council if (s)he is absent from more than 2/3 of regular collective meetings in a year.
- 17.3. A Coordinator may be removed for other reasons by a 4/5 vote of the remaining collective members or an 80% supermajority of the voting volunteer body.

18. Council Meetings

- 18.1. Who can attend;
 - 18.1.1. Volunteers can attend any meeting of the Council. On occasion, the Council may rule by way of at least a 4/5 vote to hold special session where only the Coordinators may be present.
 - 18.1.2. Non-volunteers may not attend unless the Council votes otherwise.
- 18.2. Quorum
 - 18.2.1. 4/5 Coordinators must be present for a quorum in any collective meeting. Coordinators may attend a Council meeting electronically, so long as it is practical.
- 18.3. Frequency
 - 18.3.1. The Council will hold at least one properly announced meeting in each calendar month.

19. Committee Meetings

- 19.1. Who can attend;
 - 19.1.1. Volunteers, both general and committed, can attend any committee meeting. Non-volunteers may attend if approved by a supermajority (80%) of the volunteers present.
- 19.2. Quorum
 - 19.2.1. 1/3 of voting volunteers must be present for a quorum at a committee meeting. Volunteers may participate by teleconference, but only as practicable.

20. Volunteer Body Meetings

- 20.1. General volunteer meetings can be called on an as-needed basis and must occur at least once every three months.
- 20.2. Who can attend;
 - 20.2.1. Volunteers can attend any meeting of the volunteer body. Non-volunteers may attend if approved by a supermajority (80%) of the volunteers present.
- 20.3. Quorum

20.3.1. 1/3 of voting volunteers must be present for a quorum at a meeting of the general body of volunteers. Volunteers may participate by teleconference, but only as practicable.

21. Announcement

- 21.1. Any meeting must have its time and location made known to the volunteer body two weeks beforehand in the manner preferred by each committed volunteer and Coordinator. The meeting agenda will be announced one week prior to the meeting. Volunteers may request agenda items. The minutes will be made available within one week after the meeting.
- 21.2. In case the meeting is on an emergency basis it must be listed immediately after the decision to hold the meeting. In such cases, the need for a meeting on short notice must be approved by a 2/5 vote of the collective.
- 21.3. Bylaws may not be altered at any meeting with less than two weeks notice.

22. Petitions to Appeal

- 22.1. Any RAB decision, whether made by a committee, the volunteer body, or the Council may be appealed. Support of 1/3 of voting volunteers is required to file a petition, which must be phrased as a yes/no proposal.
- 22.2. Appeals will be placed on the agenda of the next volunteer or collective meeting (whichever is applicable according to policy) where it will be voted on. The usual 80% supermajority of the voting volunteers or 4/5 of the board will be required to pass the policy.
- 22.3. Any volunteer may request an item be added to a meeting agenda for discussion (but not for vote) without going through the petition process.

23. Proposals

- 23.1. Any voting volunteer (with support of 3 other voting volunteers), committee, or the Council may make proposals for new policy or amendments to the bylaws. Proposals must be in yes/no form.
- 23.2. Proposals will be placed on the agenda of the next volunteer or Council meeting (whichever is applicable according to policy) where it will be voted on. The usual 80% supermajority of the voting volunteers or 4/5 of the board will be required to pass the policy.
- 23.3. Any volunteer may request an item be added to a meeting agenda for discussion (but not for vote) without going through the proposal process.

24. Discipline of Coordinators

- 24.1. Coordinators are volunteers, and as such can be disciplined according to the Volunteer Disciplinary Procedure. [Note: Volunteer Disciplinary Procedure to be drafted by next meeting to be voted on.]
- 24.2. If a Coordinator is suspended as a volunteer their duties and status as a Council member are also suspended.

25. RAB Representatives

- 25.1. Only persons authorized to represent RAB may speak on behalf of RAB to make commitments for the organization.
- 25.2. Only persons authorized to represent RAB may enter into any legal agreements on behalf of RAB.
- 25.3. The Council, in accordance with RAB bylaws and policies, grants authorization.

26. Committees

- 26.1. There are four committees at RAB: Shop, Programs, Communications, and Funds, which function to distribute the tasks and decision-making in order for RAB to fulfill its mission.
- 26.2. Each committee will have an elected coordinator that is a member of the Council.
- 26.3. The volunteer body may establish or disband committees in accordance with RAB bylaws & policies.

27. Council/Committee Interaction

- 27.1. Each Coordinator is responsible for representing his/her committee and must report to the Council at regular intervals in accordance with policy.

28. Amending Bylaws

- 28.1. Bylaws can only be amended by consensus or super majority of the general body. Bylaws amendments may be proposed by volunteer petition. See Petitions to Appeal/Proposals. Any proposals for changes shall be reasonably noticed to the volunteer body prior to their consideration.

29. Annual Meeting

- 29.1. RAB will host an annual meeting open to the general body of voting volunteers, to occur within the same month each calendar year. The collective with the support of the general body will determine time and place. The purpose of the annual meeting is to present the review of the bylaws and approve the budget.

30. Annual Review

- 30.1. An annual review of the Bylaws shall be completed by the collective prior to the Annual Meeting in order to allow any proposed changes to be voted on during the Annual Meeting. Any proposals for changes shall be reasonably noticed to the volunteer body prior to their consideration.

31. Annual Budget and Financial Reporting

- 31.1. The Funds Committee is responsible for developing and reviewing fiscal procedures and the annual budget, which must include all routine operating expenditures. A draft budget must be presented to the committees at least 6 weeks before the Annual Meeting for review. The Council of Coordinators must approve the budget at least 2 weeks prior to the Annual Meeting but not before the committee review. The Council-approved budget will be made available to the voting body 2 weeks prior to the Annual Meeting; the Budget shall be presented to the volunteers at the Annual Meeting for ratification.

- 31.2. It is the responsibility of the Treasurer to have an Annual Financial Report prepared at the close of each fiscal year. The report draft shall be made available to committees and council prior to review of the next year's budget. The finalized report will be presented at the Annual Meeting.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

