



# Local Motion

## Columbia, Missouri

Legal name: PedNet Coalition, Inc., dba Local Motion  
501(c)(3) nonprofit organization  
Incorporated under the laws of the State of Missouri

Missouri Charter: N00065776  
Federal EIN: 43-1901262

### **Vision**

The vision of Local Motion is towns built for people, where it's easy to walk, bike, and ride transit, and everyone can get where they want to go.

### **Mission**

The mission of Local Motion is to provide walking, biking, and transit solutions to meet people's everyday transportation needs.

## **Legal Requirements**

As a Missouri nonprofit corporation, the legal requirements of Local Motion are:

### Administration

1. File the annual or biennial corporate registration with the Secretary of State.
2. Have a registered office address and a registered agent at that address.
3. Have a board of directors with a minimum of three directors.
4. Have bylaws approved by the board of directors.
5. Amendments to the articles of incorporation or bylaws must be approved by a majority of the directors then in office.
6. File the annual 990 tax return.

### Officers

1. The required officers are president, secretary, and treasurer.
2. An individual may hold more than one office.
3. The secretary has the responsibility to be the custodian of the board meeting minutes and to authenticate the records of the corporation.
4. An officer may resign at any time by delivering notice to the corporation.
5. An officer may be removed at any time by the board of directors with or without cause.

### Board of directors

1. Incoming board members are elected by the current board of directors.
2. Terms of board members may not exceed 6 years.
3. A board member may resign by delivering written notice to the board, its presiding officer, president, or secretary.
4. A board member may be removed without cause by a vote of 2/3 of the directors then in office.

### Quorum

1. Local Motion's minimum quorum is set by the bylaws below (minimum quorum allowed by state law is 1/3 of the directors or 2 directors).



### Meetings

1. Meetings must allow all directors participating to simultaneously hear each other.
2. A quorum must be present in order for the board of directors to take a vote in a meeting.
3. "Approval" requires an affirmative vote by a majority of the voting members present (not a majority of the total number of directors).
4. Regular meetings are those with a date and time set by the bylaws, or meetings held at regular intervals. All other meetings are special meetings.
5. Special meetings must be called with at least 2 days' notice to each director of the date, time, place, and purpose of the meeting. The presiding officer, president, or 20% of the directors may call and give notice of a meeting.

### Voting without a meeting

1. Board members may vote without a meeting only if the vote is unanimous and each vote is signed by each director. The result of the vote must be included in the minutes filed with the corporate records.

### Committees

1. The board may create committees and appoint people to committees with approval by a quorum of directors in office. Each committee must have two or more board members.

### Records

1. Maintain permanent records of:
  - a. articles of incorporation (including restatements and amendments),
  - b. bylaws (including restatements and amendments),
  - c. list of the names and addresses of current directors and officers,
  - d. most recent Secretary of State registration report, and
  - e. financial statements of all income and expenses.
2. Maintain permanent records of minutes of:
  - a. all meetings of the board of directors,
  - b. actions taken without a meeting, and
  - c. action taken within committees.



## **Bylaws**

In addition to these legal requirements, Local Motion's board of directors imposes the following requirements upon itself and the administration of Local Motion:

### Administration

1. The fiscal year will begin January 1 and end December 31.
2. Local Motion will carry directors and officers insurance and liability insurance.
3. Local Motion will not discriminate against any director, officer, employee, applicant, or participant on the basis of race, color, religion, gender, age, national origin, ancestry, sexual orientation, or disability.

### Officers

1. The president will serve a 2-year term, beginning January 1 of even-numbered years.
2. The vice president is an optional office. If elected, the vice president will serve a 1-year term, beginning January 1.
3. The treasurer will serve a 2-year term, beginning on January 1 of odd-numbered years.
4. The secretary will serve a 1-year term, with the option to renew for a second year.
5. The board may grant extensions of directors' terms in order to allow directors to serve their full terms as officers.

### Board of directors

1. The board of directors will have a maximum of 15 directors.
2. Local Motion reserves seats on its board of directors for representatives from local bicycle retail businesses. The board reserves one seat per business, and fills the seat by invitation, and at its discretion. The local bicycle retail representative can serve a maximum of 6 years consecutively. A former representative may be reappointed to the board after a 2-year absence.
3. In general, board members are expected to live or work in the Columbia, Missouri area. Exceptions may be granted at the discretion of the board.
4. Directors will serve for a 2-year term, with the option to serve a second and third term at the discretion of the board. A former board member may be re-elected to the board after a 2-year absence.
5. Term cycles begin January 1 and end December 31.
6. A director may be removed from the board for not meeting the expectations described in the Board Member Job Description.
7. If a board member is unable to attend a board meeting, they must contact the president before the meeting and request an excused absence.
  - a. Any board member who is absent, without being excused, from 25% of the board meetings in a year will automatically trigger a vote for their removal from the board.
  - b. Any board member who is absent, without being excused, from 3 consecutive meetings will automatically trigger a vote for their removal from the board.
  - c. The board of directors may remove a director for missing the required number of meetings by a majority vote.

### Quorum

1. The minimum quorum is 50% of the directors then in office.

### Meetings

1. The board of directors will meet quarterly at a minimum (January, April, July, October), and may meet more frequently.
2. In general, the board of directors holds open meetings. There are instances when the board may conduct business in closed session. Reasons to hold closed sessions



generally mirror those outlined by the State of Missouri's open meetings law and include, but are not limited to: litigation, attorney-client privileged communication, personnel matters relating to hiring or discipline of a particular employee, and contract negotiations. The board of directors may close a full meeting or a portion of a meeting through a majority vote of the directors.

#### Committees

1. Committees must be chaired by a board member, but may include non-board members. Committee members who are not board members do not have voting authority.
2. The officers comprise the Executive Committee. Between regular meetings, the Executive Committee has the powers and authority of the full board of directors, except for the power to amend the articles of incorporation or bylaws.

#### Local Motion staff

1. The board of directors as a whole entity has the authority to hire, fire, and determine the salary of the CEO. The CEO is responsible to the board of directors as a whole, and is not responsible to any individual board member. No individual board member may direct the CEO.
2. The CEO has the authority to hire, fire, and determine the salary of all other staff. These staff are responsible to the CEO (or the CEO's delegate), not the board of directors, either as a whole board or as individual board members.
3. The CEO, Chief Operating Officer, and Chief Development Officer are authorized representatives of Local Motion and have signing authority on all financial accounts, checks, loans, credit cards, contracts, grant submissions, and any other legally binding transaction or documentation on behalf of Local Motion (except where a document explicitly requires signature or approval by a board member).