

SILICON VALLEY BICYCLE COALITION GOVERNANCE COMMITTEE CHARTER

ROLE

The Governance Committee (the "Committee") assists the Board of Directors (the "Board") in overseeing SVBC's governance arrangements and practices and in identifying and recommending candidates to serve on the Board.

AUTHORITY AND MEMBERSHIP

1. The Committee is a committee of the Board established under Section 8.1 of the Bylaws. Only directors may be members of the Committee. The Committee may invite individuals who are not members of the Board to participate in Committee meetings, but these individuals will not have voting power and will not be held out as members of the Committee. The Board will appoint members of the Committee to serve for one-year terms. The Committee will elect a chair from its membership, usually the Chair of the Board or Vice Chair of the Board.
2. The Board may remove a Committee member from the Committee at any time, with or without cause.

RESPONSIBILITIES

1. With the Executive Director, review periodically the Board's composition in light of directors' skills, experience, demographic, independence, and performance, and, based on that review, identify, recruit, and recommend candidates for membership on the Board.
2. Review periodically and make recommendations to the Board regarding the size, structure, charters, processes, and practices of the Board and board committees.
3. Review periodically the nomination process for officers and lead the nomination of officers.
4. Recommend to the Board nominees for appointment to each committee.
5. Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the Chair of the Board, the chairs of the committees and the officers.
6. Oversee orientation and education programs for directors and review periodically, make recommendations to the Board regarding, and oversee self-evaluation practices for the Board and each committee.
7. Manage the annual organizational retreat where annual goals are developed.
8. Review periodically SVBC's Bylaws, conflict of interest policy, record retention policy, and other governance and compliance policies and practices and make recommendations to the Board as appropriate.
9. Perform such other duties as the Board may from time to time assign to the Committee.

Under no circumstances is the Committee authorized to:

1. Fill vacancies on the Board or on any committee with Board authority.
2. Designate or remove from office any directors, or lengthen the term of any director.
3. Fix compensation of the directors.

4. Amend, repeal, or adopt provisions of the bylaws or articles of incorporation.
5. Amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable.
6. Create Board committees or appoint members of Board committees.
7. Authorize indemnification for any agent of SVBC.
8. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
9. Authorize the merger of SVBC, or the lease or transfer of substantially all of SVBC's assets.
10. Authorize or revoke the decision to wind up and dissolve SVBC.
11. Approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

OPERATIONS

1. The Committee will meet at least once annually or more frequently as it will determine. The Chair of the Committee will preside over the meetings of the Committee. A majority of the members of the Committee then in office will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Executive Director will assign a minimum of one staff member to support committee operations.
3. The Committee will report its activities to the Board on a regular basis.
4. The Committee may request any other officer or employee of SVBC, or any outside consultant, legal counsel, or other advisor, to attend meetings or meet with members of the Committee. SVBC shall provide for appropriate funding, as determined by the Committee, for payment of compensation to these advisors.
5. The Committee will review this charter periodically and recommend any proposed changes to the Board for review.

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