

## **NOTICE OF REGULAR MEETING**

The Board of Directors of the New York-New Jersey Trail Conference has called a regular meeting of the Trail Conference to take place Tuesday, December 6 at 6pm at Ramapo College, 505 Ramapo Valley Road • Mahwah, NJ.

## **NOTICE OF PROPOSED BYLAW AMENDMENTS**

**July 30, 2011**

**The following proposed amendments to the bylaws of the New York-New Jersey Trail Conference shall be submitted for reading at the Annual Meeting of the Conference on October 15, 2011, and then shall be submitted for adoption at the regular meeting on December 6, 2011.**

### **PROPOSED AMENDMENT NO. 1 – MISCELLANEOUS UPDATES AND CORRECTIONS**

**Proposed Change:** This Amendment No. 1 covers certain minor and technical changes intended to correct and update the bylaws in the following respects:

1. Throughout the bylaws, references to the New York-New Jersey Trail Conference as "the Conference" are changed to "the Trail Conference".
2. In Section 6.1 and Section 7.5, the name of the standing Board committee formerly known as the "Administrative Committee" is changed to "Finance Committee", in order to reflect the committee's scope of business.
3. In Section 7.6, paragraph C, the word "instruments" in the list of permitted depositories is changed to "institutions".
4. In Section 8.1: The reference in the caption to "Appalachian Trail Conference" has been corrected to read "Appalachian Trail Conservancy".

### **PROPOSED AMENDMENT NO. 2 – VOTING ELIGIBILITY**

**Proposed Change:** Section 3.4 of the bylaws is modified by adding a definition of "Voting Members" covering all persons entitled to vote at Trail Conference meetings. In addition, this Amendment No. 2 clarifies the description in Section 3.4 of the various categories of members entitled to vote; eliminates Section 2.2D, which refers to "Active Members," a category no longer in use; and makes conforming changes throughout the bylaws in order to reflect the changes in Section 3.4. As revised, Section 3.4 would read as follows:

#### *"3.4 Voting Eligibility*

*The principle of one-person-one vote shall be adhered to, so that no Voting Member shall have more than one vote at any meeting, regardless of the number of positions held. The following are eligible to vote at any regular or special meeting of the Trail Conference, provided that their dues are current:*

*A. Organization Delegates: Each Organization that is a member of the Trail Conference shall be entitled to select from among its members an "Organization Delegate" who shall have one vote.*

*B. Delegates-at-Large: Individual members shall be represented by "Delegates-at-Large". There shall be one Delegate-at-Large for each 400 individual members of the Trail Conference. Each Delegate-at-Large shall have one vote and shall serve for a term of one year.*

C. Others: Each Director, Regional Trails Committee Chair, Program Committee Chair and Honorary Member shall have one vote.

The Organization Delegates, the Delegates-at-Large, Honorary Members and the individuals referred to ex officio in Paragraph "C" above in this Section are collectively referred to in these bylaws as 'Voting Members'."

**Reason for Change:** In the bylaws as they now exist, members entitled to vote at Trail Conference meetings are variously (and inconsistently) referred to as "Delegates", "Delegates who are present and voting", "persons entitled to vote" and "voting members". . In order to make clear that non-Delegates (for example, Directors, Regional Trails Committee Chairs, Program Committee Chairs and Honorary Members) all have voting rights, the more comprehensive definition of "Voting Members" is proposed.

### **PROPOSED AMENDMENT NO. 3 – QUORUM AT MEMBERS' MEETINGS**

**Proposed Change:** Section 3.5 of the bylaws is modified by reducing the quorum requirement for members' meetings from one-sixth to one-tenth of the members entitled to vote. As revised, Section 3.5 would read as follows:

**"3.5 Quorum**

*One-tenth of the Voting Members shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the Voting Members present may adjourn the meeting or choose to continue discussion but not conduct business."*

**Reason for Change:** The proposed change will reduce the risk that voting members who attend meetings of the Trail Conference will be unable to conduct business because a quorum is not present, as has often occurred.

### **PROPOSED AMENDMENT NO. 4 – CHANGE OF FISCAL YEAR**

**Proposed Change:** Section 7.3 of the bylaws currently designates the period October 1-September 30 as the fiscal year of the Trail Conference. The proposed amendment would change the fiscal year to the January 1 – December 31 calendar year, commencing with the calendar year beginning on January 1, 2012. As revised, Section 7.3 would read as follows:

**"7.3 Fiscal Year:**

*The Fiscal Year of the Trail Conference shall begin on January 1 of each year and shall terminate on December 31 of such year."*

**Reason for Change:** The proposed change will enable the Board committees and management staff of the Trail Conference to focus more efficiently on certain activities – including member recruitment, fund-raising, promotional work and trail development matters – that typically peak during the Summer months of the year. The change will facilitate off-season scheduling of internal tasks such as the formulation of corporate strategies and policies, and the year-end gathering, analysis and reporting of financial and membership data.

**PROPOSED AMENDMENT NO. 5 – PROCEDURE FOR AMENDMENT OF BYLAWS**

**Proposed Change:** Section 9.1 is modified to eliminate the requirement that proposed bylaw amendments must be submitted at two separate meetings of the members. Approval by the members at a single meeting would be sufficient. In addition, the Board of Directors acting by majority vote would be authorized to initiate the procedure for submitting bylaw amendments to the members for approval. Under Section 9.1 as it currently exists, such submission can be initiated only upon signature by five or more members. There would be no change in the present requirement of 45 days' notice prior to the meeting. Moreover, a two-thirds affirmative vote of the members who are present and voting would still be needed for approval of an amendment to the bylaws. As revised, Section 9.1 would read as follows:

**"9.1 Amendments:**

These bylaws may be amended in the following manner: A proposed amendment signed by five or more Voting Members, or approved by a majority vote of the Board, shall be submitted at the following regular meeting, following distribution and publication of the proposed amendment under the rules of section 3.3 of these bylaws pertaining to meeting notices. A two-thirds affirmative vote of the Voting Members who are present and voting shall be required for adoption of the proposed amendment."

**Reason for Change:** In recent years the operations, policies and financial controls of nonprofit organizations such as the Trail Conference have drawn increased regulatory attention from Federal and State government. New legislative and regulatory requirements call for prompt responses, which may, on occasion, include bylaw revisions. Moreover, as competition for financial support intensifies in the current economic climate, another reason for seeking increased flexibility in governance matters has emerged: the need to move quickly to meet the expectations of private donors and governmental grant sources. Under these circumstances, the current two-meeting procedure for amending the bylaws is viewed by the Trail Conference's Board and officers as slow and cumbersome – especially as the Trail Conference membership meets only three times in each year. By keeping the 45-day notice requirement and continuing to require a two-thirds vote of approval by the voting members, the proposed amendment assures ongoing member control over bylaw changes.

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**Members who wish to view on line a complete set of the revised bylaws marked to show the proposed text deletions and insertions may do so at [www.nynjtc.org/panel/aboutnynjtc](http://www.nynjtc.org/panel/aboutnynjtc) (look in Official Documents box)**