

MINUTES OF A DELEGATES' MEETING
of the
NEW YORK-NEW JERSEY TRAIL CONFERENCE

June 9, 2013

1. Chair Chris Connolly called the meeting to order at 2:00 p.m. at Arrow Park, Orange County, New York.

2. Minutes. The minutes of the Delegates' Meeting of February 12, 2013 were approved unanimously as submitted.

3. Financial Report. Ed Goodell read a financial report that had been prepared by Jim Gregoire, Treasurer, which stated that the Trail Conference's financial condition is excellent. The report stated that the Conference's net assets increased by \$1.23 million during 2012, but also pointed out the Trail Conference has incurred a net loss of \$76,000 for the first four months of 2013, although it is anticipated that this loss will shrink as the year progresses. Chris Connolly noted that the delegates were also provided with copies of the audited financial statements for the year 2012.

In response to a question by Don Pachner, Ed Goodell stated that the Trail Conference advanced about \$500,000 to purchase, together with the Open Space Institute and the Orange County Land Trust, the Ridgeview property in the Town of Greenville along the Shawangunk Ridge. He stated that we expect to sell this property to the State to be added to the Huckleberry Ridge State Forest. Ed Goodell commented that state funds available for land acquisition have decreased in recent years so that it is not possible to predict when the state will actually purchase the land. Gaylord Holmes noted that the state has designated this parcel as a high priority for acquisition, but that in any event the proceeds of the sale are restricted to land acquisition and stewardship and cannot be used for other purposes. Ed Goodell also reported that the Trail Conference recently acquired a 90-acre parcel along the Shawangunk Ridge for \$40,000 at a tax sale.

Jill Hamell questioned why, during the 2012 fiscal year, spending on Trail Programs and Publications decreased, while Membership expenses increased. Ed Goodell explained that spending on Trail Programs decreased during the year 2012 because New York State changed the rules with regard to work performed under contract with the state, so that trail work would be considered in the same category as heavy construction and had to be paid for at the "prevailing wage." He stated that we therefore stopped work on the Bear Mountain project for a number of months until we created a new model where Americorps interns work with volunteers. With

regard to Publications, he pointed out that we account for Publications on a cash basis and there might have been fewer maps and books printed during 2012 than during 2011.

4. 35%-Off Sale on Publications. Gary Willick announced that, beginning tomorrow, there will be a 35%-off sale on all Trail Conference publications.

5. New Member Clubs. Chris Connolly reported that the following two groups have applied for membership in the Trail Conference:

a. Town of Lewisboro Open Space and Preserves Advisory Committee. He explained that this group is responsible for the oversight of the preserves in the Town of Lewisboro, Westchester County, where the Trail Conference has adopted 12 miles of trails.

b. Nature Place Day Camp. He explained that this non-profit camp, in Chestnut Ridge, New York, offers a program for youth ages 4-16 each summer which focuses on experiencing nature.

It was then moved, seconded and unanimously carried that the application of these two groups for Trail Conference membership be approved.

6. By-Laws Revisions. Chris Connolly noted that the following by-law amendments had been proposed by the Board:

Article 3.1, first sentence, would be revised to read as follows: "Regular meetings of the Conference shall be held at times and places determined by Board policy, provided that an annual meeting for the election of directors and Delegates-at-Large, and at least two other regular meetings, are held each calendar year." He explained that purpose of this amendment was to provide that the Board need not select each meeting date, but rather would provide for meetings to be scheduled according to policy, as well as to synchronize Delegates' meetings with the new fiscal year of the Trail Conference.

Article 3.4(B), second sentence, would be revised to read as follows: "There shall be one Delegate-at-Large for each 800 individual members of the Conference." He explained that the purpose of this amendment, which would reduce the number of Delegates-at-Large by half, was to ensure that the Delegates-at-Large selected actually come to meetings. He stated that the record indicates that about half of the Delegates-at-Large do not attend meetings, and that the Nominating Committee is finding it more difficult to find Delegates-at-Large who will attend Delegates' meetings.

Article 4.1, last sentence, would be revised to read as follows: "A majority of the Board must authorize the Conference's initiation of, or participation in, litigation or other dispute resolution proceedings, except for proceedings in the ordinary course of business." He explained that the purpose of this change is to enable the Trail Conference to decide on a timely basis whether or not to participate in public interest litigation, since the Board meets more often than the Delegates. It was noted that 10 Board meetings are scheduled each year but only three Delegates' meetings, and that special Board meetings can be called in case of an emergency.

Article 4.2, first sentence, would be revised by deleting the phrase "shall be an ex-officio (non-voting member) of the Board and." He explained that the purpose of this change is to remove the Executive Director as ex-officio member of the Board, as that it not an accepted practice among non-profit organizations.

Article 4.3, first sentence, would be revised to read as follows: "The Board shall consist of not less than fifteen nor more than eighteen directors, and shall be divided into three staggered classes of a minimum of five and a maximum of six directors, with the number in each class to be determined each year by the Nominating Committee." He explained that this amendment clarifies that the Trail Conference can have from 15 to 18 directors, and he stated that this is not a substantive change but only clears up an ambiguity.

Article 4.3, third sentence, would be added, as follows: "The terms of Directors shall start at the beginning of the fiscal year following the annual meeting." He explained that the purpose of this change is to ensure that new Board members do not come into office as the budget is presented to the Board and that they acquire some background before voting on the budget.

Article 4.3, fourth sentence, would be revised to read as follows: "A director may not serve consecutively beyond the first annual meeting following the completion of a director's ninth consecutive year of service, but shall be eligible for renomination after one year off the Board." He explained that this revised provision clarifies that after a one-year off-period, one is eligible to be renominated to the Board.

Article 4.3, fifth sentence, would be revised to read as follows: "An individual who is serving as an officer at the end of the director's term limit may have a maximum of three years of such service in the same office added to the director's term limit, subject to the Chair term limit set forth below." He explained that, under the current by-laws, the time one serves as an officer is not counted towards the nine-year term limit. He stated that the revised provision would eliminate this

exception, except that officers could have an additional three years added to their term. Chris Connolly stated that this provision affects five people currently serving on the Board: Bob Boysen, Daniel Chazin, Chris Connolly, Jim Gregoire and Gaylord Holmes.

Article 4.3, sixth sentence, would be revised to read as follows: "Uncompleted terms shall be filled by the Chair with the approval of the Board, subject to confirmation by the Voting Members at the next regular meeting." He explained that this provision merely codifies the actual practice that we currently follow.

Article 4.3, last sentence, would be revised by deleting the phrase "unless approved by three-fourths of the Board." He explained that this change would eliminate the possibility of the Chair serving for more than five consecutive years.

The renumbered Article 4.4 [formerly Article 4.5] and Article 6.3 would be revised by substituting the phrase "beginning of the fiscal year" for "annual meeting." He explained that this amendment would change the terms of officers and committee chairs to begin at the start of the fiscal year.

The existing Article 4.4 would be deleted in its entirety. Article 5.1 would be revised by deleting the phrase "or, in the case of additional directors, 45 days prior to a meeting." Article 5.4, first sentence, would be revised by deleting the phrase "or in the case of elections of additional directors." He explained that these "clean-up" amendments are required by the amendment to the first sentence of Article 4.3.

Gaylord Holmes then moved that all of the foregoing changes to the by-laws be adopted by the Delegates. Dick Katzive seconded the motion.

Extensive discussion ensued. Bob Jonas urged a "no" vote to the proposed by-law amendments. He pointed out that the proposed amendment to the second sentence of Article 3.4(B) would reduce the number of Delegates-at-Large from 23 to 12. He suggested that supervisors be added as voting delegates (which would add at least 50 voting members) and stressed that the Trail Conference must remain a volunteer organization. It was noted that there were seven Delegates-at-Large present at this meeting. In response to a question by Gail Neffinger, Chris Connolly stated that Bob Jonas' proposal to add supervisors as voting members had not been considered by the Board. Chris Connolly also commented that few supervisors even attend Trails Council meetings.

Estelle Anderson stated that the Delegates' list is not up-to-date and that some of the people on the list have not been contacted for a while. She also stated that Ed Goodell had recommended that large donors be rewarded by being appointed Delegates-at-Large. However, Chris Connolly stated that the nomination of

Delegates-at-Large has been delegated to the Nominating Committee, which currently consists of John Gunzler, chair, Eddie Saiff, Jim Gregoire, Mary Smart and Mike Azzara, two of whom are Board members.

George Petty and Richard Barr proposed that that the Delegates vote on each of the proposed by-law changes individually. Gaylord Holmes refused to accept this as an amendment to his motion.

John Mack stated that reducing the number of Delegates-at-Large to one per 800 members is "cutting it pretty thin" and that this change would have no meaningful effect on the number of delegates needed for a quorum. He also commented that the proposed amendment to the fifth sentence of Article 4.3, which would eliminate the exception to the nine-year rule for time served as an officer, would have the effect of eliminating some strong dissenting voices on the Board. He suggested that the amendment should have contained a "grandfather clause" so that it would not affect current directors.

In response to a suggestion by Richard Barr that the delegates be allowed to vote electronically, Chris Connolly stated that this is not allowed under New York law.

Deanna Felicetta commented that our current structure is not working. She stated that the Board needs to connect with the people who work on the trails and that this should be a priority for the organization. Bob Jonas commented that the Nominating Committee is not connected with those who work on the ground.

Jill Hamell stated that recent by-law changes fit into a pattern where member participation in governance is being reduced. She noted that, at present, many clubs do not appoint delegates or appoint delegates who never attend meetings. To counteract this situation, she proposed that clubs be asked if they want to have a delegate and that those clubs who don't want to appoint a delegate or whose delegates don't attend any meetings for a year or two not be included in the calculation of a quorum. She also commented that the Trail Conference is moving towards the corporate "top-down" model. She urged that we work on getting more people engaged in the organization. Jill Hamell recommended that these proposed by-law changes be rejected and that we reconsider the entire issue in a more comprehensive fashion.

Gaylord Holmes then amended his motion to provide that all of the proposed changes to the by-laws, except for the proposed amendment to the second sentence of Article 3.4(B), relating to the number of Delegates-at-Large, be adopted by the Delegates.

Jane Daniels that she has done consulting for non-profit organizations and that

the proposal for term limits is consistent with the best practices of non-profits and would make us a stronger organization.

A vote was then taken on the motion, as amended. 15 were in favor, 13 were opposed, and 1 abstained. Since a two-thirds majority (required for all by-laws changes) was not achieved, the motion failed to carry.

Daniel Chazin then moved that all of the proposed changes to the by-laws, except for the proposed amendment to the second sentence of Article 3.4(B), relating to the number of Delegates-at-Large, and except for the proposed amendment to the fifth sentence of Article 4.3, which would eliminate the exception to the nine-year term limit for the time spent as an officer, be adopted by the Delegates. Jill Hamell seconded the motion.

Both Gaylord Holmes and Chris Connolly stated that they could not vote for a motion that excluded the change to the officers' exception to the nine-year time limit for Board members from the proposed by-law changes.

Jill Hamell questioned why the proposed amendment to Article 3.1 would eliminate the following two sentences: "A regular meeting is one at which members attend to the business of the Trail Conference as specified in these bylaws. Election of the Board and Delegates-at-Large shall take place at the annual meeting." In response, Daniel Chazin stated that the Board had not proposed to eliminate these sentences from Article 3.1 and that the marked-up copy of the by-laws that had been distributed at the Delegates' meeting was incorrect in this regard.

A vote was then taken on the motion, which was carried by a vote of 21 in favor, 6 opposed and 1 abstention.

Gaylord Holmes then moved that the proposed amendment to the fifth sentence of Article 4.3, which would eliminate the exception to the nine-year term limit for the time spent as an officer, be adopted by the Delegates. Dick Katzive seconded the motion, which was defeated by a vote of 10 in favor, 15 opposed and 3 abstentions.

Frank Schoof suggested that one Board member be elected from the volunteers (Trails Chairs, Supervisors and Crew Chiefs) for a two-year term to specifically serve as the "Volunteer Representative" on the Board. He explained that he believed that this would help provide a more formal voice and connection between the Board and the volunteers.

7. Pipeline Construction in Northern New Jersey. In response to a question by Richard as to whether there is any new information regarding trail closures in

northern New Jersey due to the pipeline construction, Ed Goodell stated that this work is still going on and some trails may be impassable due to the construction.

8. The next Delegates' meeting will be held on Saturday, October 5th at Croton Point Park in Croton, New York.

9. The meeting was adjourned at 3:26 p.m.

Respectfully submitted,

Daniel D. Chazin
Secretary

ATTENDANCE:

Voting Delegates:

Estelle Anderson	- Central North Jersey Trails Co-Chair
Richard Barr	- Catskill 3500 Club
Susan Bickford-Martin	- AMC - Delaware Valley Chapter
Daniel D. Chazin	- Board Secretary
Chris Connolly	- Board Chair
Jane Daniels	- Delegate-at-Large
Walt Daniels	- Board Member
Salley Decker	- ADK - Mid-Hudson Chapter
Leigh Draper	- Teatown Lake Reservation
David Dvorsky	- RPH Cabin Volunteers
Charlotte Fahn	- Board Member
Deanna Felicetta	- ADK - North Jersey/Ramapo Chapter
Gene Giordano	- New Jersey A.T. Management Committee Chair
Jill Hamell	- Delegate-at-Large
Gaylord Holmes	- Board Vice-Chair
Halina Jensen	- New York Hiking Club
Bob Jonas	- Central North Jersey Trails Co-Chair
Richard Katzive	- Board Member
Mark Liss	- Delegate-at-Large
John Mack	- West Hudson South Trails Chair
Paul Makus	- Delegate-at-Large
Gail Neffinger	- Orange/Rockland A.T. Management Committee Chair
Don Pachner	- Sierra Club - Lower Hudson Group
George Petty	- Delegate-at-Large
Ruth Rosenthal	- Delegate-at-Large
Frank Schoof	- Delegate-at-Large

Karen Schoof
Don Tripp
Bob Ward
Don Weise

- North Jersey Trails Chair
- West Jersey Trails Chair
- Delegate-at-Large
- West Milford 13ers