



Bylaws of the New York-New Jersey Trail Conference

Article I Name and Purpose

1.1 Name:

The name of this corporation, as set forth in the Certificate of Incorporation, is the New York-New Jersey Trail Conference, Inc., hereinafter referred to as "the Conference."

1.2 Purpose:

The objectives of the Conference are as set forth in its certificate of incorporation; also to develop and maintain trail systems; to protect the hiking environment; to educate the public in the values of hiking, the available resources and the safe and proper use of the trail system; to assume a leadership position and act as a focal point for hiking in the New York-New Jersey area; and to maintain the Conference structure as primarily a volunteer organization.

Article II Membership

2.1 Members:

The members of the Conference are those organizations and individuals having membership rights in accordance with the provisions of these bylaws. Unless otherwise specified in these bylaws, any organization or individual may obtain membership upon application and payment of the first year's dues, the amounts of which shall be decided from time to time by resolution of the board of directors of the Conference, and fulfillment of such other rules and regulations as may be adopted by the Conference.

2.2 Classes of Membership:

Membership of the Conference shall include the following classes:

A. **Organization Membership.** Organizations engaged in the maintenance of hiking trails within New York or New Jersey or organizations owning land on which the Conference maintains hiking trails shall be eligible for organization membership. Applications for membership by such organizations shall be submitted to the membership committee which shall report on all pending applications at the next board of directors' meeting. If the board recommends approval of the application, election to organization membership shall require a majority vote of persons entitled to vote at delegates' meetings who are present and voting. If the board recommends disapproval, a two-thirds vote shall be required for election as an organization member.

B. **Individual Membership.** Individuals interested in hiking or in furthering the objectives of the Conference, or both, shall become members on application and payment of dues. The board of directors shall be authorized to establish particular categories of individual membership from time to time, as needed to suit the best interests of the Conference.

C. **Active Membership.** Active membership may be granted to any individual who renders important services to the Conference. Active members shall have the right to vote at a delegates' meeting. Election to such status shall require prior recommendation by the board of directors and a two-thirds vote of the persons entitled to vote at a delegates' meeting who are present and voting. Election shall be for a term of one year from the date of election. Persons shall be eligible for reelection as active members.

D. **Honorary Membership.** Honorary membership may be granted to an individual who, over a period of years, has rendered

outstanding service to the Conference, or the cause of hiking, by donation of time, effort or funds. Recommendations for honorary membership are made by the board of directors and require approval by a two-thirds vote of persons entitled to vote at delegates' meetings, who are present and voting. Honorary members are exempt from payment of dues.

E. **Lifetime Membership.** Individuals may become lifetime members upon payment of a contribution, the amount of which shall be determined under Article 2.4. Such members shall have the same rights and privileges as individual members.

F. **Associate Organization Membership:** Any organization may become an associate organization member on application and payment of the first year's dues and approval by the delegates, provided the organization has a program of hiking or owns land on which hiking trails are maintained and made available for public use and/or fulfills other criteria as determined by the board of directors and approved by the delegates.

2.3 Dues:

Individual members' yearly membership dues are payable on application for membership and at the expiration of twelve calendar months each year thereafter. Organization and Associate Organization membership dues are payable on a calendar year basis.

2.4 Amounts of Dues:

The amounts of dues to be paid shall be set by the board of directors and shall be subject to approval at a delegates' meeting by a majority vote of persons entitled to vote, who are present and voting, provided that prior notice of a proposal to increase dues shall have been included in the meeting notice or agenda sent to all delegates.

2.5 Termination of Membership for Non-Payment:

Membership shall terminate if dues are not paid within two months after the date when due.

2.6 Termination of Membership for Cause:

The Conference may terminate the membership of any individual or organization member for actions which the Conference deems inconsistent with its objectives or otherwise injurious to its welfare. Written notice of the reasons for termination and the time and place of a hearing by the board of directors to determine their justification shall be delivered to said individual or organization at least thirty days prior to the time of the hearing. All charges shall be in writing and signed by at least five persons entitled to vote at delegates' meetings. A report of the hearing shall be given to the next delegates' meeting, at which representatives of said individual or organization may attend and speak. At such meeting, by a two-thirds vote of persons entitled to vote and who are present and voting, the Conference may terminate the membership of said individual or organization.

2.7 Officials:

All persons acting as officials of the Conference shall be members of the Conference. This rule shall not apply to organization member delegates. Exceptions to this rule may be made by resolution of the board of directors.

Article III Meetings and Voting

3.1 Annual Meeting:

The annual meeting of the corporation shall be held during the months of September or October. Election of the members of the board of directors shall take place at this meeting and they shall assume their responsibilities effective at the termination of the meeting. Delegates-at-large shall be elected at the annual meeting to represent individual members.

3.2 Delegates' Meetings:

Meetings of delegates shall be held at least twice per year at the discretion of the board of directors, at a time and place to be decided by the board.

3.3 Special Meetings:

Special meetings of the delegates shall be called by the board of directors within 60 days of receipt of a written request signed by four members of the board of directors or by one third of the persons entitled to vote at delegates' meetings.

3.4 Meeting Notices:

The date, time, and place of delegates' meetings shall be published in the official publication of the Conference, and sent by mail at least 25 days in advance of the meeting to all those entitled to vote at said meeting.

3.5 Quorum:

One-sixth of the persons entitled to vote shall constitute a quorum at any meeting of the delegates or members.

3.6 Voting at Delegates' Meetings:

Conference members shall be entitled to voting representation at the annual meeting and at delegates' meetings as follows:

A. Organization Members. Each organization member shall be entitled to select a delegate who shall have one vote at delegates' meetings.

B. Individual Members. Individual members shall be represented at delegates' meetings by delegates-at-large. There shall be one delegate-at-large for each 500 individual members of the Conference.

C. Others Entitled to Vote. All officers, directors, committee chairs, delegates-at-large, and honorary and active members shall be entitled to vote at delegates' meetings.

D. General Provisions. Only those organizations and individual members whose dues payments are current shall be entitled to vote. The principle of one person - one vote shall be adhered to, so that no person shall have more than one vote at any meeting, regardless of the number of positions held.

Article IV Board of Directors

4.1 Responsibilities:

The board of directors shall be responsible for all assets and obligations of the Conference, including its financial assets, conduct of its business affairs, cooperative agreements with other organizations, and all publications whether copyrighted or not, and shall employ, and may terminate the employment of, staff necessary to perform the work of the Conference. The board of directors shall meet on call of the president or on request of three or more members

of the board. Ten days notice of regular or special meetings shall be required. Meetings of the board of directors shall be open to the membership, except when in executive session. Except in an emergency (declared by the President and agreed to by at least eight other board members), the board must seek authorization from the delegates before initiating any legal action in either state or federal courts, except for routine legal actions to collect debts owed to the Conference.

4.2 Terms of directors

The board shall be divided into three staggered classes of five directors each, Class A, Class B and Class C. The term of office for each class of directors shall be three years. An individual is eligible to serve no more than nine consecutive years as a director. Any period during which an individual is serving as an officer shall not be included in the nine-year period of eligibility.

4.3 Election of Officers

The four officers (President, Vice President, Secretary and Treasurer) shall be chosen from among the directors and shall be elected by the members of the board of directors at the first board meeting after the annual meeting.

The president shall appoint two of the other directors as assistant secretary and assistant treasurer, to provide back-ups in emergency situations. The president shall also appoint members of the board to serve on the standing committees for purposes of liaison between these committees and the board.

4.4 Quorum:

One-half of the members, including at least two officers, shall constitute a quorum at meetings of the board of directors.

4.5 President:

The president shall be the principal executive officer of the Conference and shall, in general, supervise the business and affairs of the Conference, and preside at the annual meeting and at all meetings of the board of directors and the delegates. The president shall perform all duties required by these bylaws, by the Administrative Guide or by the board of directors. The president shall present a report at the annual meeting covering the current condition and future plans of the Conference. Excerpts from this report shall be published in the official publication.

4.6 Absence of President:

The vice president shall perform the duties of the president during the latter's absence, disability, or refusal to act. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the president.

4.7 Duties of Officers:

The vice president, secretary, treasurer, assistant secretary and assistant treasurer shall perform the duties usually pertaining to such offices.

4.8 Executive director:

Subject to the authority of the board of directors and the president, the executive director shall be responsible for the administration of the Conference and for carrying out Conference policies.

4.9 Removal:

The Conference may remove any officer or director for

actions which it deems prejudicial to the Conference. Such removal shall be initiated by a petition signed by ten or more persons entitled to vote at delegates' meetings or by a majority vote at a meeting of the board of directors. The board of directors shall elect a committee of three persons to hear testimony and bring a report and recommendations to the next delegates' meeting. The officer or director proposed for removal shall receive ten days notice of the meeting and a copy of the report and recommendations and shall be entitled to attend and to speak at the meeting. A two-thirds vote of those present and voting shall be required for removal.

4.10 Compensation:

No officer, director or committee member shall receive any salary or compensation from the Conference for his or her services. Expenses incurred in the performance of services for the Conference may be reimbursed in accordance with policies adopted by the board of directors.

4.11 Indemnification:

The Conference shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was an officer, director, employee or agent of the Conference while acting at the request of the Conference. The Conference may purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the Conference against any liability asserted against him or her or incurred by him or her while acting at the request of the Conference.

4.12 Procedures:

Except where inconsistent with the Articles of Incorporation, these bylaws or rules and regulations adopted by resolution of the board of directors, meetings shall be governed by Roberts' Rules of Order, most recent edition.

Article V Elections and Vacancies

5.1 Nominating Committee:

Prior to December 1, the president, with approval of the board of directors, shall appoint a chair and at least four other members of a nominating committee, the names of whom shall be published in the official publication. At least three members of the nominating committee shall not be board members and no person shall serve on the committee for more than two consecutive terms. The nominating committee chair shall present a list of candidates for election for each position as director for that class of directors which is up for election. The list shall be published in the official publication prior to the annual meeting and shall also appear in the notice of the annual meeting which shall be mailed not later than 15 days prior to the date of such meeting. Nominations of persons willing to serve may also be made by petition signed by 10 persons eligible to vote at delegates' meetings, delivered to the nominating committee or the secretary not later than 45 days prior to the annual meeting. Nominations of candidates for the board of directors may be made from the floor at the annual meeting only if there are fewer candidates in nomination than positions available.

5.2 Nominations of Delegates-at-Large:

The nominating committee shall also nominate candidates for the positions of delegate-at-large, and a notice stating the names of those nominated shall be published in the official publication prior

to the date of the annual meeting. Nominations for delegate-at-large shall also be accepted by petition signed by 10 individual members, provided they are delivered to the nominating committee at least 90 days prior to the date of the annual meeting. If there are more candidates than open positions, the notice shall include a ballot form to enable individual members to vote for delegates-at-large by mail.

5.3 Ballots:

At the annual meeting, after nominations are closed, if the number of candidates for the positions of director and/or delegates-at-large is equal to the number of directors and/or delegates-at-large to be elected, the presiding officer shall declare them elected.

If there are more candidates for director than there are positions to be filled, election shall be by secret ballot, with each voting delegate entitled to vote for not more than the number of positions available. The number of candidates equal to the number of open positions receiving the highest numbers of votes shall be declared elected.

If there are more candidates for delegates-at-large than positions available, the presiding officer shall appoint at least two tellers to count the postal votes for delegates-at-large, and the names of those elected shall be announced at the meeting. Delegates-at-large shall serve for a term of one year, commencing immediately after the close of the meeting.

5.4 Term:

Election as an officer shall be for a term of one year, or until a successor is chosen.

5.5 Vacancies:

If there is a vacancy in the office of president, the vice president shall assume the duties of the president until the board of directors fills the position by special election. If a vacancy occurs in a position other than the president, the position shall be filled by appointment of the president until the board of directors fills the position by special election. Special elections shall be for the unexpired term of office.

Article VI Committees

6.1 Standing Committees:

There shall be five standing committees in charge of respectively, Trails (to be known as the Trails Council), Conservation, Administrative, Membership and Publications. The chair of each committee shall be appointed by the president, subject to the approval of the board of directors. Each committee chair, subject to the approval of the president, shall appoint a vice chair and committee members. At least one member of each committee shall be a board member. Duties and responsibilities of the standing committees shall include those set forth in these bylaws and in the Administrative Guide, and such other duties as may be assigned by the president or the board of directors.

6.2 Trails Council:

The board of directors shall determine which trail committees will exist, e.g. Appalachian Trail, Long Path, and other New York-New Jersey trails committees. The chairs of these committees, and others if approved by the board of directors, make up the Trails Council which is responsible for the protection, construction and maintenance of the trails, campsites and shelters under the jurisdiction of the Conference and such other duties as assigned by the board. The

Trails Council shall also be responsible for monitoring any land or easements under the jurisdiction of the Conference. Further details may be specified in the Trails Policy developed by the Trails Council and approved by the board of directors.

6.3 Conservation Committee:

The conservation committee shall take an active part in protecting those areas on and near which the Conference maintains trails, and shall involve itself in those conservation issues that have major impact on Trail Conference trails.

6.4 Administrative Committee:

The administrative committee shall have overall responsibility for developing and reviewing Conference financial policies and procedures, and proposing an annual budget. It shall review personnel policies, performance, salary levels and termination of staff for the Conference office and such other activities as the Conference may require. The president and treasurer shall be members of the committee.

6.5 Membership Committee:

The membership committee shall supervise all matters pertaining to membership recruitment, development and utilization.

6.6 Publications Committee:

The publications committee shall be responsible for acquisition, preparation, printing, production and copyrights of all materials published by the Conference. Copyrights to the New York Walk Book or any other Conference publication shall not be sold, conveyed, entailed or otherwise disposed of or committed without the approval of those entitled to vote at delegates' meetings. A two-thirds affirmative vote of the persons entitled to vote, who are present and voting, shall be required for approval. Sub-committees may be formed within the publications committee for production of specific books, maps and other materials.

6.7 Other Duties:

The foregoing standing committees shall perform such other duties as may be assigned to them by the president, subject to review by the board of directors.

6.8 Additional Committees:

Additional standing committees and special committees may be established by the president, subject to approval by the board of directors.

6.9 Term of Office:

Membership on committees shall terminate at the close of the annual meeting, but not before their successors have accepted appointments.

6.10 Resignation:

A committee chair who does not wish to continue shall be requested to recommend to the president two potential successors, at least three months prior to the end of the incumbent's term of office, or the date of resignation, if earlier.

6.11 Removal:

Committee chairs, vice chairs, and members may be removed by a majority vote of the board of directors after adequate notice and hearing.

Article VII Finance and Records

7.1 Books and Records:

The Conference shall keep correct and complete books and records of account and minutes of the proceedings of its members, delegates and the board of directors, and shall maintain correct and complete lists of the names and addresses of the members. All books and records of the Conference shall be available for inspection by any person authorized to vote at a delegates' meeting or his or her authorized agent or attorney at any reasonable time.

7.2 Fiscal Year:

The fiscal year of the Conference shall begin on October 1 of each year and terminate on September 30 of the following year.

7.3 Audit:

The financial books and records of the Conference shall be audited or professionally reviewed at least annually by an accountant selected by the board of directors. A certification of the correctness of the records and comments thereon shall be submitted to the board and to the next following delegates' meeting.

7.4 Budget:

Prior to the start of each fiscal year, the board of directors shall adopt a budget for the following fiscal year. It shall be the responsibility of the administrative committee, in consultation with the treasurer, the executive director, and other interested persons, to provide the board of directors with budget recommendations. The board of directors may revise the budget during the fiscal year, and shall compare actual expenses with budgeted expenses on a regular basis, so that adjustments may be made as necessary.

7.5 Contracts, Checks, Deposits, Funds:

A. Contracts. The board of directors, by resolution, may authorize any officer or officers, agent or agents of the Conference to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Conference, and such authority may be general or confined to specific instances.

B. Checks, Drafts, etc. All checks, drafts, payments of money, notes or other evidences of indebtedness, or purchase orders issued in the name of the Conference shall be signed by such officer or officers, agent or agents of the Conference and in such manner as shall from time to time be determined by resolution of the board of directors.

C. Funds. All funds of the Conference shall be deposited to the credit of the Conference in such banks, trust companies or other depositories as the treasurer may select in accordance with the policies established by the board of directors.

D. Gifts. The board of directors may accept on behalf of the Conference any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Conference.

7.6 Use of Funds and Dissolution:

The Conference shall use its funds only to accomplish the purposes specified in the Articles of Incorporation and these bylaws, and no part of its funds shall inure, or be distributed, to any member of the Conference. On dissolution of the Conference, any funds remaining shall be distributed to one or more regularly organized and qualified organizations having objectives similar to those of the Conference, in accordance with Section 501(c)(3) of the Internal

Revenue Code as now in force or afterwards amended. Such distribution shall be determined by the board of directors.

Article VIII Memberships in Other Organizations

8.1 Membership in the Appalachian Trail Conference:

The New York-New Jersey Trail Conference shall be a member of the Appalachian Trail Conference.

8.2 Other Organizations:

The Conference, upon resolution of the board of directors, may become a member of any other organization which it deems will further the objectives of the Conference.

Article IX Amendments

9.1 Amendments:

These bylaws may be amended in the following manner: A proposed amendment signed by five or more persons entitled to vote at delegates' meetings shall be submitted for reading at the following delegates' meeting. Copies of such amendment shall then be mailed to all persons entitled to vote at delegates' meetings, together with a notice that voting on the amendment will take place at the next meeting. Such notice shall be mailed at least fifteen days prior to the meeting at which the amendment is to be voted on. A two-thirds affirmative vote of the persons entitled to vote, who are present and voting, shall be required for adoption.