

New York-New Jersey Trail Conference Bylaws

Approved: June 28, 2011 by Board of Directors and December 6, 2011 Member's Meeting

Article 1 Overview

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

The Trail Conference is a federation of member clubs and individuals dedicated to providing recreational hiking opportunities in the region, and representing the interests and concerns of the hiking community. The Trail Conference is a volunteer-directed public service organization committed to:

- Developing, building, and maintaining hiking trails.
- Protecting hiking trail lands through support and advocacy.
- Educating the public in the responsible use of trails and the natural environment.

The Trail Conference shall be governed by a Board of Directors, hereinafter referred to as the "Board", and by the "Voting Members" (as hereinafter defined).

Article 2 Membership

2.1 Organizations

- A. Member: Organizations offering hikes, maintaining or monitoring hiking trails or trail lands within New York or New Jersey, or owning land on which hiking trails are maintained shall be eligible as members. Only member organizations have voting privileges.
- B. Partner: Any organization that supports the Trail Conference's goals shall be eligible for membership as a Partner.

2.2 Individuals

- A. Individual: Individuals shall become members upon application and payment of dues.
- B. Life: Individuals may become Life Members upon payment of life membership dues. Such members shall have the same rights and privileges as individual members.
- C. Honorary: Honorary membership may be granted to an individual who, over a period of years, has rendered outstanding service to the Trail Conference. Recommendations for honorary membership are made by the Board and require approval by a two-thirds vote of Voting Members who are present and voting. Honorary members are exempt from payment of dues. Such members shall have the same rights and privileges as individual members.

2.3 Approval of Organizations

- A. Member: Applications shall be submitted to the Membership Committee then recommended to the Board for approval. If the Board recommends approval, then the application must be approved at the next regular meeting with a majority vote of Voting Members who are present and voting. If the Board fails to approve, a two-thirds vote shall be required for election.

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- B. Partner: Applications shall be submitted to the Membership Committee and then approved by the Board.

Article 3 Meetings and Voting

3.1 Regular Meetings

Regular meetings of the Trail Conference shall be held at times and places determined by the Board, provided that an annual meeting is held in September or October, and that at least two other regular meetings are held each year. A regular meeting is one at which members attend to the business of the Trail Conference as specified by these bylaws. Election of the Board and Delegates-at-Large shall take place at the annual meeting. All regular meetings are open to the public.

3.2 Special Meetings

Special meetings of the Trail Conference shall be called by the Board within 45 days of receipt of a written request signed by five members of the Board or by one-third of the Voting Members. No other business but that specified in the notice may be transacted at special meetings without the unanimous consent of all Voting Members present. All special meetings are open to the public.

3.3 Meeting Notices

The date, time, and place of meeting shall be published in the official publication of the Trail Conference not less than 45 days prior to said meeting, and sent by mail or e-mail at least 25 days in advance of the meeting to all Voting Members. Special meeting notices must also include the purpose of the meeting.

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".

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.

Article 4 Board of Directors and Officers

4.1 Responsibilities of the Board

The affairs of the Trail Conference shall be managed by the Board which shall have the power to develop policies furthering the mission of the Trail Conference. The Board shall authorize sufficient and appropriate committees to support the necessary work (see Article 6).

An Executive Director shall be appointed by the Board and shall be subject to the authority of the Board. In the event that the Executive Director is temporarily unable to fulfill the duties of that office, the Board shall appoint an Acting Executive Director for the duration of the disability.

Except in an emergency declared by the Chair, and agreed to by a majority of the Board, the Board must seek authorization from the Voting Members before initiating legal action in state or federal court, except for routine commercial litigation.

4.2 Responsibilities of the Officers

The Executive Director shall be an Ex-officio (non-voting) member of the Board and shall, in general, supervise and execute the day-to-day business and affairs of the Trail Conference.

The officers shall be Chair, Vice Chair, Secretary, and Treasurer. It shall be the duty of the Chair to preside at all meetings of the Trail Conference and of the Board and generally to carry out the goals of the Trail Conference. The Chair shall appoint all committee Chairs with the approval of the Board. The Vice Chair, Secretary, and Treasurer shall perform the duties usually pertaining to such offices.

4.3 Terms of office

The Board shall be divided into three staggered classes of five directors each plus other directors specified in 4.4. The term of office for each director shall be three years. An individual may serve no more than nine consecutive years as a director. Any period during which an individual serves as an officer shall not be included in the nine-year period of eligibility.

Uncompleted three year terms shall be filled by the Chair with the approval of the Board to serve the remainder of the three year term until such time as a nomination can be properly submitted and an election by ballot held at a regular meeting. The term of office of each officer shall be one year. The Chair shall serve no more than five consecutive terms unless approved by three-fourths of the Board.

4.4 Additional Directors

In addition to the fifteen directors in three classes provided for above, additional directors may be nominated for election to one of the three classes. No more than one such director may be added in any fiscal year or to any given class and their term shall expire with those of the class to which they are elected.

4.5 Election of Officers

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

4.6 Vacancies

If there is a vacancy in the office of Chair, the Vice Chair shall assume the duties of the Chair until the Board fills the position by special election. If a vacancy occurs in a position other than

the Chair, the position shall be filled by appointment of the Chair until the Board fills the position by special election. Special elections shall be for the unexpired term of office.

4.7 Meetings

The Board shall meet on call of the Chair or on request of at least three members of the Board. Ten days' notice of regular or special meetings shall be required. Meetings of the Board shall be open to the membership, except when in executive session. The Board shall hold no fewer than 6 meetings per year.

4.8 Quorum

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

Article 5 Nominations and Elections

Each year the Nominating Committee shall present a list of candidates for election to the open positions on the Board and all of the Delegates-at-Large.

5.1 Nominations by petition

Nominations of persons willing to serve as members of the Board or as Delegates-at-Large may also be by petition signed by 10 Voting Members, delivered to the Nominating Committee or the Secretary not later than 45 days prior to the annual meeting, or, in the case of additional directors, 45 days prior to a meeting.

5.2 Nominations from the floor

Nominations of candidates for the Board may be made from the floor at the annual meeting only if there are fewer candidates in nomination than positions available.

5.3 Election by proclamation

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.

5.4 Election by ballot

If there are more candidates for Director or Delegate-at-Large than there are positions to be filled, or in the case of additional Directors, election shall be by secret ballot, with each Voting Member voting 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.

Article 6 Committees

Each Committee shall develop a policy which covers its mission. These policies must be approved by the Board.

Each Committee shall consist of volunteers and assigned staff. However, staff members may not be the Chair of a committee, but may be Acting Chair temporarily.

6.1 Standing Committees:

There shall be six standing committees: Nominations, Trails (to be known as the Trails Council),

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Conservation and Advocacy, Finance, Membership, and Publications. The chair of these committees shall be appointed by the Chair and approved by the Board.

The Trails Council is a committee of peers consisting of the Chair of the Council, the Chairs of each of the regional trail committees, and others as specified in the Trails Policy. Each regional Chair is appointed by the Chair of the Board and approved by the Board. The regional committees follow the Trails Policy developed by the Council. Other standing committees are governed by their respective policies.

6.2 Additional Committees:

Additional committees and special committees may be established by the Chair of the Board, subject to approval by the Board.

6.3 Term of Office:

Membership on committees shall be renewed at the Board meeting following the annual meeting.

Article 7 Finance and Records

7.1 Dues

- A. The Board may establish organization dues, which are payable on a calendar-year basis.
- B. The Board may establish individual, family/joint, donor level and multi-year memberships at various rates. Individual members' yearly membership dues are payable on application for membership and at the expiration thereafter.
- C. Life members shall pay a one-time membership fee.
- D. Honorary members shall not be assessed dues.
- E. Changes to the basic membership dues shall be subject to approval at a regular meeting by a simple majority, provided that prior notice of a proposal to increase dues shall have been included in the meeting notice or agenda sent to all Voting Members. Membership shall terminate if dues are not paid within the time set by Board policy.

7.2 Books and Records:

The Trail Conference shall keep correct and complete books and records of account and minutes of the proceedings of its Board and Meetings, and shall maintain correct and complete lists of the names and addresses of the members. All books and records of the Trail Conference shall be available for inspection by any Voting Member or his or her authorized agent or attorney at any reasonable time.

7.3 Fiscal Year:

The fiscal year of the Trail Conference shall begin on January 1 of each year and terminate on December 31 of such year.

7.4 Audit:

The financial books and records of the Trail Conference shall be audited at least annually by a Certified Public Accountant selected by the Board. A certification of the correctness of the records and comments thereon shall be submitted to the Board and to the next following regular meeting.

7.5 Budget:

Prior to the start of each fiscal year, the Board shall adopt a budget for the following fiscal year. It shall be the responsibility of the Executive Director, in consultation with the Finance

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Committee and Committee Chairs, to provide the Board with Budget recommendations. The Board 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.

7.6 Contracts, Checks, Deposits, Funds:

- A. Contracts. The Board, by resolution, may authorize any officer or officers, agent or agents of the Trail Conference to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Trail 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 Trail Conference shall be signed by such officer or officers, agent or agents of the Trail Conference and in such manner as shall from time to time be determined by resolution of the Board.
- C. Funds. All funds of the Trail Conference shall be deposited to the credit of the Trail Conference in such banks, trust companies or other financial institutions as the Treasurer may select in accordance with the policies established by the Board.
- D. Gifts. The Board may accept on behalf of the Trail Conference any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Trail Conference.

7.7 Use of Funds and Dissolution:

The Trail 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 Trail Conference. On dissolution of the Trail Conference, any funds remaining shall be distributed to one or more regularly organized and qualified organizations having objectives similar to those of the Trail 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.

Article 8 Memberships in Other Organizations

8.1 Membership in the Appalachian Trail Conservancy:

The Trail Conference shall be a member of the Appalachian Trail Conservancy.

8.2 Other Organizations:

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

Article 9 Amendments

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.

9.2 Periodic Review:

The bylaws should be reviewed by a committee of the Board at least every five years.