

New York-New Jersey Trail Conference

Bylaws

Approved by Board on April 26, 2015
Approved by Delegates on October 22, 2015

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 comprised of member organizations 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 not-for-profit 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

Organizations offering hikes, maintaining or monitoring hiking trails or trail lands in New York or New Jersey, or owning land on which hiking trails are maintained, shall be eligible for membership as Member Organizations. Other organizations that support the Trail Conference's goals but are not qualified to become Member Organizations shall be eligible for membership as Supporting Organizations. Each application from an organization seeking admission either as a Member Organization or as a Supporting Organization shall be submitted to the Executive Director, or to his or her designee, for review and approval, subject to review by the Board. Member Organizations, but not Supporting Organizations, shall have voting rights as provided below in these bylaws.

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 shall be exempt from payment of dues. Such members shall have the same rights and privileges as individual

members and in addition shall have voting privileges.

Article 3 Meetings and Voting

3.1 Regular Meetings

A regular meeting of the Trail Conference is one at which members attend to the business of the Trail Conference as specified by these bylaws. All regular meetings are open to the public.

Regular meetings of the Trail 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 is held within 120 days before the end of each fiscal year, and at least one other regular meeting is held each calendar year.

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 (a) five members of the Board, (b) one-third of the Voting Members, or (c) the Executive Director. No other business but that specified in the request 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

At least 25 days in advance of any annual, regular or special meeting of the Trail Conference, notice of the date, time, and place of the meeting shall be sent to all Voting Members by first class mail or e-mail, or other method permitted for such notice under the applicable provisions of the Not-for-Profit Corporation Law, and shall be posted on the Trail Conference website. Moreover, if any Voting Member shall request notice by mail instead of or in addition to the notification methods described above in this Section, the notice shall be sent to him or her by first class mail. A special meeting notice must include the purpose of the meeting.

3.4 Voting Eligibility

The principle of one-person-one vote shall be adhered to, so that each Voting Member shall have only one vote at any meeting, regardless of whether such Voting Member is in more than one of the categories set forth in Paragraphs A, B and C below in this Section. The following are eligible to vote at any regular, special or annual meeting of the Trail Conference, provided that their dues are current:

- A. Organization Delegates: Each Member Organization 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. If a Delegate-at-Large shall cease to serve in such capacity before the expiration of his or her term, the Board Chair may appoint a successor who shall serve until the expiration of such term or until the next election of Delegates-at-Large, whichever shall first occur.
- C. Others: Each director and each Honorary Member shall have one vote. In addition, each committee now existing or hereafter constituted under Article 8 below in these bylaws 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 Voting

Only those Voting Members who are present in person shall be entitled to vote at meetings of the members. Voting by proxy is not authorized.

3.6 Quorum

One-tenth of the Voting Members present in person 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

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 8).

4.2 Number of Directors and Terms of Office

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 Board or by a committee to which the Board has delegated such responsibility. The term of office for each director shall be three years. The terms of the directors shall start at the beginning of the fiscal year following the annual meeting. Except as provided in Section 4.3 below, an individual may serve no more than nine consecutive years as a director. Uncompleted terms shall be filled by the Board Chair with the approval of the Board, subject to confirmation by the Voting Members at the next annual meeting. The Board Chair may serve no more than five consecutive terms in such capacity.

A director whose eligibility to serve on the Board has expired under either (a) the foregoing nine-consecutive-year limit, or (b) the extension limitations of Section 4.3 below, shall be eligible for re-nomination after one year off the Board.

4.3 Directors Serving as Officers

With respect to any individual who was serving as both a director and an officer of the Trail Conference as of December 31, 2014, such individual's nine-consecutive-year period of eligibility to serve as a director shall be extended by a period equal to the lesser of (a) his or her entire period of simultaneous service in such dual capacity, or (b) three years. With respect to a director who subsequent to December 31, 2014 is an officer in the final year of a consecutive nine-year period of service on the Board, the period of eligibility to serve as a director shall be extended for a period of three years.

4.4 Board Meetings

The Board shall meet on call of the Board Chair or on request of at least three members of the Board. Ten days' notice of regular or special meetings shall be required, provided, that if the

Board Chair determines that a situation or an issue has arisen that requires more prompt action by the Board, then in his or her discretion the ten-day notice period may be reduced, but in no event to less than five days. Meetings of the Board shall be open to the membership, except when in executive session. The Board shall hold no fewer than five meetings per year.

4.5 Participation by Absent Board Members

Any member of the Board who is not physically present may participate in a meeting by any two-way electronic communication method authorized by law for such purpose, including without limitation conference telephone, electronic video screen or similar communications equipment. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

4.6 Action without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, a director's consent must be executed by the director by either by (a) signing the consent, or (b) causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

4.7 Quorum

One-half of the Board members, including at least two officers, shall constitute a quorum at meetings of the Board. In determining whether a quorum exists, members participating by means permitted in Section 4.5 of these bylaws shall be deemed present.

4.8 Action by the Board

The vote of a majority of the Board members constituting a quorum shall be sufficient for any action to be taken by the Board, unless the vote of a greater number is required by law or these bylaws.

4.9 Entire Board

Wherever mentioned in these bylaws, the "Entire Board" shall be deemed to consist of the number of directors, within a range of fifteen to eighteen that were elected as of the most recently held election of directors, without reduction by reason of vacancies which occurred subsequent to such election.

4.10 Legal Proceedings

A majority of the Entire Board must authorize the Trail Conference's initiation of, or participation in, litigation or other dispute resolution proceedings, except for proceedings in the ordinary course of business.

Article 5 Officers

5.1 Responsibilities of the Officers

The officers of the Trail Conference shall include a Board Chair, Vice Chair, Secretary and Treasurer. It shall be the duty of the Board 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 Board Chair shall appoint all committee chairs with the approval of the Board. The Board Chair, Vice Chair, Secretary, and Treasurer shall serve for terms of one year and until their successors are appointed. They shall perform the duties usually pertaining to their respective offices. They shall be chosen from among the directors and shall be elected by the Board at the first Board meeting after the beginning of each fiscal year. No employee of the Trail Conference may serve as Chair. In addition to the Board Chair, Vice Chair, Secretary and Treasurer, the Board may create other officer positions from time to time.

5.2 Officer Vacancies

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

Article 6 Executive Director

An Executive Director shall be appointed by the Board and shall be subject to the authority of the Board. The Executive Director shall, in general, supervise and execute the day-to-day business and affairs of the Trail Conference, and shall perform the budget recommendation responsibilities set forth in Section 9.5 below. In the event that the Executive Director is unable to fulfill the duties of that office, the Board shall appoint an Acting Executive Director to serve for the duration of the disability or until the appointment of a new Executive Director.

Article 7 Nominations and Elections

Each year the committee authorized by the Board to propose nominees shall present to the Voting Members lists of (a) candidates for election to open positions on the Board, and (b) candidates for election as Delegates-at-Large.

7.1 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 Secretary not later than 25 days prior to the annual meeting. The Secretary shall promptly distribute copies of the petition to the Board (or to a committee as described above in this Article 7).

7.2 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.

7.3 Election by proclamation

After nominations are closed, if the number of candidates for the positions of director and/or Delegate-at-Large is equal to the number of directors and/or Delegates-at-Large to be elected, the presiding officer shall declare them elected.

7.4 Election by ballot

If there are more candidates for director or Delegate-at-Large than there are positions to be filled, 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 8 Committees

8.1 Committees of the Board

- A. **Audit Committee:** By resolution of a majority of the Board, an Audit Committee shall be established as a Committee of the Board. The Audit Committee shall be comprised solely of three or more directors appointed annually by a majority vote of the Entire Board. The chair of the Audit Committee shall be appointed by the Board Chair, subject to Board approval, and a vice-chair may be appointed in a similar manner, subject to such approval. Members of the Audit Committee must be "independent directors" within the meaning of the New York Not-for-Profit Corporation Law. The Audit Committee shall advise the Board concerning the retention, or renewed retention, of an independent auditor to conduct annual audits. In accordance with applicable law, the Audit Committee also shall perform the audit oversight and review functions set forth in the committee charter prepared by the Audit Committee and approved by the majority of the Board of the Trail Conference, and shall oversee the governmental reporting processes described in such committee charter. Only independent directors may participate in Board or Audit Committee deliberations or voting pertaining to audit oversight matters.
- B. By resolution of a majority of the Board, additional Committees of the Board, each composed of three or more directors, may be established. The selection, composition and responsibilities of each Committee of the Board shall be as set forth in the committee charter approved by the Board. The Board may in its discretion eliminate any such additional committee or modify its powers.
- C. **Chair Vacancies:** If the chair of a Committee of the Board resigns or such position becomes vacant in any other manner, the Board Chair may nominate a replacement to serve for the remainder of the vacated term, but such nomination shall be subject to Board approval.

8.2 Committees of the Corporation:

Additional committees ("Committees of the Corporation"), each composed of three or more members, may be established by the Board Chair, subject to approval by the Board. The selection, composition and responsibilities of each Committee of the Corporation shall be as set forth in the committee charter approved by the Board. Decisions by Committees of the Corporation shall not be binding on the Board.

Article 9 Finance and Records

9.1 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.

9.2 Books and Records

The Trail Conference shall keep books and records of account and minutes of Board and Voting Member meetings, and shall maintain 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.

9.3 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.

9.4 Audit

The financial books and records of the Trail Conference shall be audited at least annually by a Certified Public Accountant retained annually 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 annual meeting.

9.5 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 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.

9.6 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.

9.7 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 10 Memberships in Other Organizations

10.1 Membership in the Appalachian Trail Conservancy

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

10.2 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 11 Amendments

11.1 Amendments

Any 10 Voting Members or a majority of the Board may propose an amendment to the bylaws. A statement describing the proposed amendment shall be included in the notice sent to the Voting Members, under Section 3.3 above, for the next regular, special or annual meeting of the Trail Conference, at which the proposed amendment shall be presented for approval. A two-thirds affirmative vote of the Voting Members who are present and voting shall be required for adoption of the proposed amendment.

11.2 Periodic Review

The bylaws shall be reviewed by a committee designated by the Board at least every five years.