

BY-LAWS OF ALASKA TRAILS

ARTICLE I – Name, Purpose and Definitions

Section 1 – Name. The name of this corporation is: Alaska Trails, Inc.

Section 2 – Purpose. The purposes for which Alaska Trails is organized are as follows:

- A. To raise and provide funds to organizations for acquisition, development, maintenance, promotion, safety and education regarding trails.
- B. To educate through forums, conferences, informational materials, training and other activities.
- C. To assist public and private organizations in the formulation of coordinated programs, policies and standards.
- D. To preserve and improve public trail access and related facilities.
- E. To promote sustainable trail systems for all users.
- F. To encourage the formation of local trails organizations.
- G. To develop and provide technical assistance and project support for trails.
- H. To promote trails for their health, social and economic benefits.
- I. To foster cooperation among diverse groups through facilitation and planning.

Section 3 – Definitions. Hereinafter, the following terms apply:

- A. “Association” is synonymous with “Alaska Trails”.
- B. “Board” is synonymous with “Board of Directors”.
- C. “Officers” is synonymous with “President, Vice-President, Past-President, Secretary and Treasurer”.

ARTICLE II - Membership

Section 1 – Membership. Membership shall be open to all applicants without discrimination on the basis of gender, color, race, religion, national origin, age, disability or marital status.

Section 2 – Categories of membership. Categories of membership are as follows:

- (A) Student. (B) Individual. (C) Family. (D) Trail Organization. (E) Agency.
(F) Corporation/Business. (G) Lifetime. (H) Patron. (I) Honorary.

Section 3 – Definitions of membership categories.

- A. Student. Any student supporting the Alaska Trails mission.
- B. Individual. Anyone supporting the Alaska Trails mission.
- C. Family. Two or more people living in one household supporting the Alaska Trails mission.
- D. Trail Organization. Any club or group of individuals organized to promote, develop, or maintain trails, or any other organization supporting the AK Trails mission. The organization shall notify the secretary in writing of the name of the individual authorized to be its representative.
- E. Agency. A local, state, tribe, or federal government entity. An agency member shall notify the secretary in writing of the name of an individual authorized to be its representative.

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- F. Corporation/Business. Any commercial business or corporation supporting the Alaska Trails mission. A corporation or business member shall notify the secretary in writing of the name of an individual authorized to be its representative.
- G. Lifetime. Any individual who wishes to pay a onetime membership fee for their lifetime.
- H. Patron. Anyone or a business donating more than \$2,000 to Alaska Trails.
- I. Honorary. A high profile individual of statewide or national prominence who supports the purposes of the Association and wishes to have their name associated with the Association. Honoraries must be recommended to and appointed by the Board. Honoraries are members for life unless they choose otherwise or are dismissed by the Board.

Section 4 – Eligibility. Any person in one of the eligible categories in agreement with the purposes of the Association shall be eligible for membership.

Section 5 – Dues. The Board shall set dues for all categories of memberships. Dues shall be payable in advance for each calendar year. The Board may by resolution change the amount of the dues for a subsequent year.

Any new member admitted after the first day of July of any year need pay only half the amount of the annual dues to cover the remainder of the year.

ARTICLE III - General Membership Meetings

Section 1 – Annual meetings. The annual meeting of the Association shall be held each fiscal year at a time and place to be determined by the Board. The Secretary shall send notice to each member at least thirty (30) days in advance of the date of annual meeting.

Section 2 – Special meeting. Special meetings of the Association may be called at any time by the President with the approval of the Board or the Executive Committee. Special meetings may also be called upon the written request of a majority of the Board or a majority of the members of the Association. Notice of any special meeting, stating the time, place and purpose for which the meeting is called, shall be sent to each member of the Association at least fifteen (15) days in advance of the date set for the special meeting.

Section 3 – Quorum. At any meeting of the general membership of the Association, a simple majority of the Board or represented by proxy shall constitute a quorum for purposes of taking any official action on behalf of the Association.

If a quorum of the Board cannot be obtained at an annual meeting, then the annual meeting shall be re-scheduled and re-noticed. When a quorum is present at any meeting, a majority of those present and voting in person or by proxy shall decide any question brought before such meeting unless law, the articles of incorporation, or these bylaws require a larger or different vote.

Section 4 – Voting. Each member of the Association shall have one (1) vote on all issues brought before the general membership.

Section 5 – Proxy voting. Voting by written or electronic proxy authorization is permitted. The Board in its notice of the annual membership meeting may limit the number of proxies a member may cast.

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ARTICLE IV - Board of Directors

Section 1 – Number. The Board of Directors shall consist of seven to eleven (7 to 11) members. Directors shall be elected on a staggered basis. After the initial organization of the Board, approximately one third of the Board shall be elected by the general membership at each annual meeting to serve for a term of three (3) years.

Section 2 – Length of service. Members of the Board may serve a maximum of two (2) consecutive three year terms after which a minimum break for one (1) year is required before they are eligible for reelection.

Section 3 – Election. Election of the Board of Directors and Officers shall be by letter or electronic ballot.

Before each annual meeting the Executive Committee shall propose and the Board shall decide how many seats will be filled at the next annual election. The annual Nominating Committee shall prepare a list of candidates for those seats. The list of candidates will be communicated to members in the notice of annual meeting. Additional nominations will be accepted from the floor during the annual meeting.

The Secretary shall determine whether all nominees are voting members in good standing eligible to hold office and have accepted their nominations.

The Secretary shall mail a letter ballot to all voting members in good standing within the week following the annual meeting. The ballots shall list the candidates for each seat in alphabetical order and show the closing date for receiving the ballots.

The outcome of all elections shall be determined by a simple majority of those voting. The outcome of the election shall be communicated to all members within 15 days of the closing date for receiving the ballots.

Section 4 – Composition. While Board members are not elected to represent a specific interest or area, the aggregate membership of the Board shall have the broadest possible knowledge and experience in order to represent different trail interests and land management issues.

Section 5 – Duties and powers. The Board shall have the duty and authority to establish long-term policies of the Association, make studies and recommendations to the Association, and reconcile the wide variety of interests of the user and interest groups into a constructive, cooperative, and coordinated effort. The Board shall also have the duty and authority to manage the business of the Association itself, except where delegation of the authority is in conflict with the law, the articles of incorporation, or the bylaws of the Association.

Section 6 – Meetings. Meetings shall be held at such times and places as the Board may determine. Meetings of the Board shall be called by the President or by a majority of the Board. Where the President or Board considers it feasible, participation of board members in the meeting by conference call shall be authorized if the opportunity for such participation is set forth in the notice of meeting. Persons participating in a meeting by conference call shall be counted toward a quorum. The inability to place a contemplated conference call at one or more locations at the time of the meeting shall not affect the right of the board members physically present or the members successfully reached by conference call to proceed with the meeting. Persons who cannot be connected by conference call shall not be counted toward a quorum.

Section 7 – Quorum. A simple majority of the sitting Board shall constitute a quorum for the transaction of business. When a quorum is present, a majority in attendance at any board meeting may decide any matter permitted by law, the articles of incorporation, and the bylaws.

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If less than a quorum is present at any board meeting, any action taken by those in attendance shall, nevertheless, be valid if such action is ratified or approved in writing either before or after the meeting within 20 calendar days by a simple majority of the entire Board.

Section 8 – Proxy voting. Voting by written or electronic proxy authorization is permitted. The Board in its published meeting agenda may limit the number of proxies a board member may cast.

Section 9 – Vacancies. All vacancies in the Board may be filled by appointment by the Board until the next election. Appointed board members shall complete the term of the person they replace.

Section 10 – Removal from board. Any member of the Board who has not attended or sent a proxy to two consecutive board meetings shall be disqualified from board membership. For purposes of this section a board member who has attempted to participate in a meeting by conference call but was not able to participate because of the inability of the conferees to make the connection shall be considered as an excused absence.

Section 11 – Compensation. No compensation will be paid to any member of the Board for services as a member of the Board. By resolution of the Board and prior to the expenditure of any funds, reasonable out of pockets expenses may be allowed for attendance or travel at regular and special meetings or other activities that are authorized by the Board and undertaken by Board members, employees, advisors, or official volunteers of the Association.

Section 12 – Conflict of Interest. Board members are required to disclose any financial interests they may have in any issues brought before the board. The board will decide if the board member disclosing the financial interest has a conflict of interest and should abstain from voting or participating in discussing the conflicting matter with other board members.

ARTICLE V - Association Executives

Section 1 – Officers. The Officers of the Association shall be a President, Vice-President, Past-President, Secretary, and Treasurer. The Board at its first meeting shall elect the Officers after each annual meeting of the Association. Officers shall hold the office for one-year, or until their successors are elected and qualified.

Section 2 – President. The President shall be the chief executive officer of the Association and, when present, shall preside at all meetings of the Association, Board and Executive Committee. The President or designee shall co-sign all financial documents over five hundred dollars (\$500) and sign other legal commitments. The President shall perform all of the duties commonly incidental to the office and such other duties as may be assigned by the Association, Board, or Executive Committee.

Section 3 – Vice-President. The Vice-President shall perform the duties and have the powers of the President during the absence or inability of the President. The Vice-President shall also chair the annual Nominating Committee and perform such other duties as may be assigned by the Association, Board, or Executive Committee.

Section 4 – Secretary. The Secretary shall keep minutes of all meetings of the Association, the Board, and the Executive Committee. The Secretary shall perform all duties commonly incident

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to the office including the recording of activities and the filing of all correspondence pertaining to Association functions, projects, and incorporation.

Section 5 – Treasurer. The Treasurer shall have custody of and be responsible for all money and securities of the Association and shall keep a full and accurate record of books and accounts of the Association. The Treasurer shall disburse the funds of the Association in payment of just demands against the Association or in accordance with the general or special direction of the Board or the Executive Committee. Disbursements exceeding five hundred dollars (\$500) shall be co-signed by the President or designee. The Treasurer shall submit a full report of the financial condition of the Association at the annual meeting of the Association, shall perform all duties incident to the office, and such other duties as may be assigned by the Board or Executive Committee.

Section 6 – Past-President. The immediate Past-President shall serve as a member of the board and of the Executive Committee for one year following the expiration of the Past-President's term as President.

ARTICLE VI – Committees

Section 1 – Establishment. The President, with the approval of the Board, may establish one or more committees, each consisting of one or more board members and additional Association members or non-members as necessary. Such appointments shall serve without compensation. The resolution establishing such committees shall be adopted by a majority of the Board. The Board must approve all actions taken by committees in writing.

Section 2 – Meetings. Meetings shall be called by the committee chair or by a majority of the committee members. Committees shall not: (1) appoint to or fill vacancies on the Board or other committees; (2) appoint or form any other committees; (3) expend any corporate funds for any purpose without express written authorization by the Board; (4) amend, repeal, modify, or adopt any by-laws; or (5) amend or repeal any resolution by the Board or Executive Committee. Minutes shall be kept of any committee meeting and shall be filed with the Secretary. The Board may adopt rules consistent with the provisions of the Association by-laws for the governance of any committee.

Section 3 – Executive Committee. The Executive Committee shall consist of the Officers of the Association and such other persons as the Board shall designate. The President, shall serve as chair of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall carry out the policies and directives of the Board and shall be responsible for the day-to-day management and operation of the Association. The Executive Committee may use the conference call in its meeting in the same manner as the use of the conference call by the Board. The Executive Committee shall conduct a minimum of one annual review of the work planned and performed by the Executive Director.

Section 4 – Nominating Committee. The Nominating Committee shall consist of the Officers of the Association and such other persons as the Board shall designate. The Vice-President shall chair the annual Nominating Committee and shall prepare a list of candidates for those seats. A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of business.

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ARTICLE VII – Administrative and Financial Provisions

Section 1 – Fiscal year. The fiscal year of the corporation shall begin the first day of each calendar year and end on the 31st day of December of that year.

Section 2 – Contracts. The Board may authorize any Officer or Officers or Agent or Agents of the Association, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or be confined to specific instances. In all cases, such authorizations by the Board will be in writing.

Section 3 – Checks. The Board will designate the President, Treasurer, and Executive Director to have check signing and purchase authority for the Association. Two authorized signatures are required on each check or purchase over \$500. Each check or purchase less than \$500 will only require the authorized signature of the President, Treasurer, or Executive Director.

Section 4 – Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, credit unions, or other such depositories as the Board may select.

Section 5 – Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or device for any lawful Association purpose. All gifts shall be acknowledged in writing by the Association President within two weeks of the date received.

Section 6 – Loans Prohibited. The Association is prohibited from making any loans to any individual, company, or group.

Section 7 – Books and Records. The Association shall keep current and complete books and records of accounts according to generally accepted accounting principles. It shall keep minutes of the proceedings of its Board and all committees having any authority by the Board. Any board member or their attorney may inspect the books, records, files, and minutes of the Association for any proper purpose upon reasonable request.

Section 8 – Budget and Financial Transactions. The Treasurer shall assure that an annual budget of estimated income and expenses is prepared for the Board at the beginning of each fiscal year. The Board shall review and approve a budget for the purpose of permitting transactions to occur during the fiscal year. All transactions outside the scope of the budget must have prior approval from the Board.

Section 9 – Not-For-Profit-Status. The Association shall operate in a manner consistent with federal requirements described in Internal Revenue Code Section 501(c)(3), and in compliance in all respects with requirements of the State of Alaska Nonprofit Corporation Act AS 10.20.

Section 10 – Membership List. The Association's list of members is for Association purposes and may not be sold, given away, or otherwise used for any other purpose without prior approval by the Board.

ARTICLE VIII – Employees, Volunteers and Advisors

Section 1 – Employees. The Board, at its discretion, may hire an Executive Director who shall serve at the pleasure of the Board. The Executive Director is not a voting member of the Board or Executive Committee. Salary and expenses as well as specific powers and functions shall be

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agreed upon and evidenced in a written contract between the Board (presented by the Executive Committee) and the Executive Director from time to time.

Section 2 – Executive Director. The Executive Director shall perform or cause to be performed other duties and responsibilities as assigned by the Board which are required or necessary to carry out the day-to-day business of the Association, including authority to sign checks on the behalf of the Association.

The area of responsibility of the Executive Director shall include, but not be limited to:

- Assisting the President in the discharge of his/her duties, as requested by the Executive Committee, and as provided in the annual work plan.
- Developing and implementing annual work plan with the Executive Committee.
- Coordinating and managing all business functions which are necessary to carry out the day-to-day business of the Association consistent with the direction of the Board, the Association's by-laws, and Articles of Incorporation.

The Executive Director shall attend all meetings of the Board and the Executive Committee, to keep the Officers and Board informed of the Executive Director's day-to-day activities, status of Association programs, ideas for new programs, and to keep the Executive Director informed of the activities and needs of the Officers and committees of the Association.

All employees and volunteers of the Association work under the direction of the Executive Director. The Executive Director may establish salaries for staff members and employees within a budget approved by the Association. The Executive Director shall employ and discharge employees of the Association. The Executive Director will annually evaluate the performance of each Association employee and report the findings to the Executive Committee.

Section 3 – Advisors. The Board at its discretion may appoint Advisors who have special skills or abilities that relate to the purpose of the Association to make a specific contribution to the Association for ongoing or ad hoc programs. Advisors shall serve without compensation except as provided by the by-laws. Advisors may serve individually or with a committee to assist or advise the Board, Executive Committee and/or staff in conducting the Association's business.

Advisors may be appointed for terms up to one year, but may serve an unlimited number of consecutive terms as long as the Board takes specific action in writing to extend their eligibility for an additional year.

Advisors are not members of the Board and are not entitled to any individual rights or privileges of Board membership.

Section 4 – Volunteers. The Board or Executive Director may appoint an unlimited number of volunteers to lead or assist with any programs or functions of the Association. Volunteers should have a desire to support the purpose and goals of the Association, and be willing and able to represent the organization in a professional and businesslike manner.

ARTICLE IX - Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such

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capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X – Amendments

Any provision of these by-laws or the Articles of Incorporation may be amended or repealed, and new by-laws or Articles of Incorporation may be adopted by a two-thirds vote of those members present or represented by written proxy at any annual meeting of the Association. Amendments must first be approved by the Board and the change(s) announced to the Association thirty (30) days in advance of the annual meeting.

The bylaws of the Association were ratified verbally at the Board teleconference monthly meeting on July 12, 2005, and approved in writing via email in the State of Alaska. Incorporators present or ratifying were the following board members: Jack Campbell, Jack Mosby (proxy for Joe Westfall), Geoffrey Orth, Lindsay Winkler (proxy for Bob Gorman), and Dan Chagnon.

Jack Mosby, Board President

A handwritten signature in black ink that reads "Jack Mosby". The signature is written in a cursive, flowing style.