

# BYLAWS OF ALASKA TRAILS

## ARTICLE I - Name, Purpose and Definitions

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

**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”.
- D. **"Director" is synonymous with an individual member of the Board of Directors.**

## ~~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 Alaska 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.~~

~~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 to Alaska Trails.~~

~~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 Board, a simple majority shall constitute a quorum. At the annual meeting, a quorum shall consist of ten (10) percent of eligible members.~~

~~**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.~~

## ARTICLE II ~~IV~~ -- Board of Directors

**Section 1 – Number.** The Board of Directors shall consist of three to eleven (3 to 11) members. Directors shall serve terms of three (3) years. No Director will serve more than three (3) consecutive terms. Directors may serve additional terms after one (1) full year off the Board. Director terms will be staggered to ensure no more than one third of the Directors may leave the Board at one time. ~~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 - Election.** Election of the Board of Directors and Officers shall occur at the annual meeting of the Board of Directors or as needed to fill empty Board positions at monthly Board meetings or by mail 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 Governance Committee shall nominate prepare a list of candidates for those vacating or empty 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 Board of Directors will vote to elect new Directors and renew terms of standing Directors.~~

~~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 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 3 – 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 4 - 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.

**Section 5 – Committee Participation.** Each Board member will participate on at least one standing or ad-hoc committee.

**Section ~~5-6~~ – Meetings.** Meetings of the board 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. Board members may participate via teleconference and counted toward a quorum. An annual meeting of the Board will be held in the ninth or tenth month of the fiscal year to review budgets and for the election of officers and Board members.

~~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 6-7 – 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. 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 7 – 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 8 – 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 9-8 - Removal from board.** Any member of the Board who has not attended ~~or sent a proxy~~ to three 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. **Notification of removal will be made in writing to the disqualified Director.**

**Section 10-9 - Compensation.** No compensation will be paid to any member of the Board for services as a member of the Board, but the board may authorize reimbursement for expenses incurred by members in connection with the performance of their duties on behalf of the Association.

Members of the Board who are authorized to sign financial instruments or otherwise make payments on behalf of the Association may not sign instruments, authorize or make payment to themselves, to their relatives or to businesses in which they have a financial interest.

Members of the Board maybe employed or financially compensated for contract services by the Association only with the prior approval of Board.

**Section 11-10 – 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-III - 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-volunteer~~ officer of the Association; ~~when present,~~ shall preside at all meetings of the ~~Association,~~ Board and Executive Committee. ~~and shall lead the Board of Directors in performing its duties and responsibilities.~~ 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~~ Governance 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 incidental 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. The Treasurer shall submit a full report of the financial condition of the Association at the annual meeting of the ~~Association~~ Board, 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 IV~~1~~ - 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. **Committees report to the Executive Committee and to the Board. Committees make recommendations for adoption by 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 Association at their registered office **and shared with the Board of Directors at the next consecutive meeting.** 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. Any two 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, in the absence of the Executive Director, 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 Governance Committee.~~** The ~~Nominating Governance~~ Committee shall consist of ~~the Officers of the Association and such other persons as~~ members of the Board ~~shall designate.~~ The Vice-President shall chair the ~~annual Nominating Governance~~ 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.

**Section 5 - Finance Committee.** The Treasurer will chair the Finance Committee, which will review financial statements, budgets and policies, and work with the Executive Director in managing all financial aspects of the Association. The Finance Committee will report to the Executive Committee and Board to communicate the financial status of the Association.

#### **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~~Expenses.** The Officers of the Association and the Executive Director will have check signing and purchase authority for the Association. ~~Two authorized signatures are required on each check or purchase over \$5,000.~~ Each ~~check or~~ purchase ~~less~~ greater than \$5,000 will require an authorization form signed by one of the Officers of the Association to document approval of the expenditure, prior to the purchase being made ~~only one authorized signature.~~

**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 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 **annual meeting held prior to 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 and Donor Email Notification Lists.**~~ The Association’s list of ~~members donor names and contact information~~ is for Association purposes only and may not be sold, given away, or distributed without the prior permission of 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 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 as limited by Article VII, Section 3.

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 maximum extent provided by law. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation.

**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 proxy at any meeting of the Association~~ **the Board of Directors.** ~~Amendments must first be approved by the Board and the change(s) announced to the Association thirty (30) days in advance of said meeting.~~

~~The bylaws of the Association were ratified at the annual meeting on 28 May 2010. Members present and ratifying were: Dan Chagnon, Malcolm McEwen, Jillian Morrissey, and Geoffrey Orth.~~



~~Geoffrey Orth, Board President~~

Samantha Carroll, Board President