

New York-New Jersey Trail Conference

Bylaws

Approved by Board on July 28, 2020

Approved by Voting Members on December 6, 2020

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 purposes of the Trail Conference are set forth in the Certificate of Incorporation, as may be amended, and qualify the Trail Conference for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. These purposes, to wit, include: To coordinate the efforts of organizations in the States of New York and New Jersey; to build and maintain trails and shelters in these states; to aid in the conservation of wild lands and wildlife and to protect places of natural beauty and interest.

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

Article 2 Membership

2.1 Organizations

Organizations offering non-motorized trail activities, maintaining trails or monitoring lands in NY or NJ, advocating for trails, or owning land on which there are trails open to the public, 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. Organization members may be required to pay dues as per Article 9.

2.2 Individuals

- A. Individual: Individuals shall become members upon application and payment of dues (see Article 9).
- B. 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 Voting Members

The following are eligible to vote at meetings of the Trail Conference, provided that their dues are current, and are referred to as Voting Members:

- 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, the chair of each committee now existing or hereafter constituted under Article 8 below in these bylaws shall have one vote.

A person may have only one vote, even if qualified in more than one category above.

3.2 Regular Meetings

A regular meeting of the Trail Conference is one at which voting 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 staff with the approval of the Board Chair, 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.

3.3 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.

3.4 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.

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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 as set forth in the Certificate of Incorporation and in Article 1 of these bylaws, and, without limitation, to authorize sufficient and appropriate committees.

4.2 Eligibility for a Board Director

A board member must be a member of the Trail Conference. No employee of the Trail Conference may be a member of the board.

4.3 Number of Directors and Terms of Office

The number of Directors is to be not less than seven nor more than fifteen. The term of office for each Director shall be three years. The Directors are divided into three staggered classes with one third being elected each year. The terms of the Directors shall start at the beginning of the fiscal year following the annual meeting. An individual may serve no more than nine consecutive years as an elected 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 years in such capacity.

A Director whose eligibility to serve on the Board has expired shall be eligible for re-nomination after one year off the Board.

A Director may take a leave of absence with the approval of the Board Chair. A Director on a leave of absence relinquishes all duties and cannot vote. The Director's term ages while on leave.

Any Director may at any time be removed from office for any cause deemed sufficient by the Board by the affirmative vote of two-thirds of the Entire Board, the notice of which has specified the proposed removal. A Director not on leave of absence who misses two consecutive meetings without excuse may be removed by a vote of the Board.

4.3 Directors Serving as Officers

For 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 meetings or five days notice of 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 five meetings per year.

4.5 Participation by Board Members Not Physically Present

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 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 that were elected as of the most recently held election of Directors, without

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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

A. Officer Positions

The officers of the Trail Conference shall include a Board Chair, Vice Chair, Secretary and Treasurer. The Board may create other officer positions from time to time.

B. Responsibilities

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 officers shall perform the duties usually pertaining to their respective offices.

C. Election

Officers shall be chosen from among the Directors and shall be elected by the Board at the first regular Board meeting after the beginning of each fiscal year. The officers shall serve for terms of one year or until their successors are appointed.

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 election. 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 number of votes shall be declared elected.

Article 8 Committees

8.1 Overview

The Board may create committees to perform various functions on behalf of the Board or the Trail Conference in either of the two types specified in New York Not-for-Profit Corporation Law: Committees of the Board and Committees of the Corporation. Decisions by Committees of the Corporation shall not be binding on the Board.

All Committees shall have Board approved Charters specifying their membership, responsibilities, and operations. Charters may be created by the Board or designee in cooperation with the proposed committee members.

8.2 Committees of the Board

- A. There shall be an Audit Committee. Its Charter can be amended by the Board at any time. Members of the Audit Committee must be "independent directors" within the meaning of the New York Not-for-Profit Corporation Law. The Board may establish additional Committees of the Board and the chair shall be nominated by the Board Chair.

8.3 Committees of the Corporation

Committees of the Corporation are divided into those reporting to the Board, known as Board Committees, and those reporting to the Executive Director, known as Program Committees. The Board Chair nominates the Chairs of the Board Committees and the Executive Director nominates the Chairs of the Program Committees for approval by the Board.

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There are no mandated Committees of the Corporation, but one of the Board Committees must fulfill the nomination function of Article 7.

Article 9 Finance and Records

9.1 Dues

- A. Staff sets the classes of dues and their amounts in consultation with the Board.
- B. Individual members' yearly membership dues are payable on application for membership and at the expiration thereafter.
- C. Membership will terminate if not paid within a grace period set by staff.
- D. Honorary members shall not be assessed dues.
- E. Organizational memberships dues are on an annual basis from January 1 to December 30.

9.2 Books and Records

The Trail Conference shall keep books and records of accounts 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, Gifts

- 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

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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 established by the chief financial officer. The investment of funds is specified in the Investment Policy.
- D. Gifts. The Board shall have a Gift Acceptance Policy providing for handling of gifts.

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 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.