Adopted September 2015

**Article I – Name**

1.1 The name of this organization shall be the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Inc. (referred to hereinafter as "\_\_\_\_\_\_\_\_\_\_\_")

1.2 The fiscal year of \_\_\_\_\_\_\_\_\_\_\_ shall commence on the first day of January and end on the last day of December

**Article II – Purpose**

2.1 Slate Valley Trails is a non-profit organization whose purpose is to build, maintain and promote foot and bicycling trails in the slate valley region of southwestern Vermont. The organization’s goals are to:

* Build community among local individuals, organizations and businesses.
* Support the local economy by promoting the region as a place to visit, with improved access to trails.
* Encourage the positive benefits of being active outdoors.

**Article III – Membership**

3.1 Anyone interested in supporting the purposes of \_\_\_\_\_\_\_\_\_\_\_ is welcome.

3.2 \_\_\_\_\_\_\_\_\_\_\_ is a chapter of the Vermont Mountain Bike Association (VMBA). \_\_\_\_\_\_\_\_\_\_\_ membership is through VMBA, using the membership process and amounts developed by VMBA.

**Article IV – Meetings of the Members**

4.1 Members are welcome at all board meetings as described in Article VII of these Bylaws. (Amendment 3 - 10/21/19)

4.2 The spring meeting of the Board shall be held for the purpose of the election of Directors and Officers of \_\_\_\_\_\_\_\_\_\_\_ (as described in Article VIII) and the conduct of business in preparation for the biking and hiking season.

**Article V –Board of Directors Membership**

5.1 The Board of Directors shall consist of a minimum of seven (7) people and shall not have more than eleven (11) people.

5.2 Directors shall serve two-year terms. A Director may serve no more than three (3) consecutive terms (6 yrs.).

5.3 Directors shall be members of \_\_\_\_\_\_\_\_\_\_\_.

5.4 Directors shall be elected by \_\_\_\_\_\_\_\_\_\_\_ members present at the annual meeting. Each member shall be entitled to one vote.

5.5 Directors may appoint a board member to fill a vacancy at any time. The appointed board member’s term shall run until the next annual meeting.

5.6 The Board shall elect officers at the annual meeting.

**Article VI: Board of Directors Responsibilities**

6.1 The Board of Directors shall be the governing body of the Slate Valley Trails and exercise the corporate powers prescribed by law. Its primary functions shall be to make operational and policy decisions for \_\_\_\_\_\_\_\_\_\_\_ and act by majority vote.

6.2 The Board of Directors shall further determine the general, program and financial policies and shall have the power to carry out any other functions which are permitted by law or these Bylaws. These powers shall include, but shall not be limited to, the following:

6.2.1 Review goals of \_\_\_\_\_\_\_\_\_\_\_ consistent with the purpose of \_\_\_\_\_\_\_\_\_\_\_ as stated in Article II.

6.2.2 Oversee and approve the budget of \_\_\_\_\_\_\_\_\_\_\_ and establish policy guidelines for management of endowments, grants, all investments and major fundraising efforts.

6.2.3 Authorize the purchase and management of any material possessions and equipment for use by \_\_\_\_\_\_\_\_\_\_\_.

6.2.4 Authorize expenditures for the conduct of \_\_\_\_\_\_\_\_\_\_\_ programs and projects.

6.2.5 Authorize officers or agents of \_\_\_\_\_\_\_\_\_\_\_ to solicit and/or accept gifts or bequests on behalf of \_\_\_\_\_\_\_\_\_\_\_.

6.2.6 Designate additional members as needed in an “advisory, non- voting” capacity.

**Article VII**. **Board of Directors Meetings**

7.1 The Board of Directors shall have a minimum of four (4) regular meetings in each fiscal year – winter, spring, summer and fall. *(Amendment 1- 04.01.2017); (Amendment 3- 10/21/2019)* Dates and places for each meeting shall be designated by the Board. The spring meeting of the board shall be the annual meeting at which officers are elected by members.

7.2 Special meetings may be called by the President or upon request of at least three (3) members of the Board.

7.3 Notice of all meetings of the Board of Directors shall be sent by the Secretary or President to each Director at least seven (7) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose(s) of the meeting; no business shall be transacted at such meeting that does not relate to the purposes(s) stated.

7.4 One half of the Directors shall be necessary to constitute a quorum for the transaction of business.

7.5 Minutes of the proceedings of each meeting of the Board of Directors shall be kept by the Secretary, or in the absence of the Secretary, by an assistant or temporary secretary. Copies of minutes of such proceedings shall be made available on request.

**Article VIII –Officers**

8.1 The elected officers shall be the President, Secretary, and Treasurer and any additional officers as the Board of Directors shall designate. Each elected officer shall serve for a term of one (1) year. Officers may serve not more than two (2) consecutive terms in any office.

8.2 A vacancy in any elected office may be filled by majority vote of the Board of Directors at any time. The new officer’s term shall run until the next annual meeting.

8.3 The **President** shall havetheresponsibility and authority to oversee the operations of the organization, be the official liaison and spokesperson between \_\_\_\_\_\_\_\_\_\_\_ and any other body, preside at all meetings of the Board of Directors, have the right to vote on all questions, be an ex officio voting member of all Board committees, except as otherwise provided in these Bylaws and delegate any of these functions as appropriate**.**

8.4 The **Secretary** shall be the Clerk of the Corporation, have custody of all records of \_\_\_\_\_\_\_\_\_\_\_ except such records as shall be kept by the Treasurer, shallgive proper notice of all meetings of the Board of Directors and of the members, maintain membership lists, keep minutes of all meetings, distribute such minutes promptly and conduct correspondence as directed by the board.

8.5 The **Treasurer** shall be responsible for carrying out the mandates of the Board of Directors in overseeing the financial resources of \_\_\_\_\_\_\_\_\_\_\_ and shall distribute present statements of financial condition to the Board. The treasurer shall assure that all books and accounts of \_\_\_\_\_\_\_\_\_\_\_ are accurately kept and shall present to the Board a full and detailed financial statement at each board meeting. Such statement shall be available to any \_\_\_\_\_\_\_\_\_\_\_ member on request. The treasurer shall monitor the investments of \_\_\_\_\_\_\_\_\_\_\_ including all funds and endowments.

**Article IX – Indemnification**

9.1 \_\_\_\_\_\_\_\_\_\_\_, Inc. shall indemnify and hold harmless each of its officers, directors, coordinators, executive committee members, and volunteers against all liabilities, claims, and losses to person or property arising out of the performance of their actions and duties in service to the \_\_\_\_\_\_\_\_\_\_\_, Inc.

9.2 This indemnification includes reasonable expenses actually and necessarily incurred (including attorney fees, costs, and judgments that may be assessed against them) by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was an officer, director, coordinator, Board of Directors member or volunteer of \_\_\_\_\_\_\_\_\_\_\_, Inc.

**Article X – Affiliation**

10.1 \_\_\_\_\_\_\_\_\_\_\_ may be affiliated with or members of other organizations as determined by the board of directors.

**Article XI -- Amendment and Adoption**

11.1 These by-laws may be amended by presenting intended changes to the Board of Directors seven (7) days prior to board meetings and approved by a two thirds vote of the Board.

**Article XII – Dissolution**

12.1 \_\_\_\_\_\_\_\_\_\_\_ may be dissolved by a vote of two-thirds of the members present at a duly called Meeting of Members. Upon dissolution of \_\_\_\_\_\_\_\_\_\_\_, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

**Article XIII Committees** (Amendment 2 - 01.14.18)

13.1 The **Executive Committee** provides logistical and functional issues related to the \_\_\_\_\_\_\_\_\_\_\_ organization which is to be brought before the Board. The three officers serve as the members of the committee.

The **Duties** fall within the stated purpose above, as determined from time-to-time by the Board of Directors based on current circumstances. It is anticipated that the following non-inclusive list represents likely duties to be requested by the Board of Directors

1. Preparation and recommendations regarding a strategic plan and the procedures for generating it.
2. Preparation of the agenda for Board of Directors meetings.
3. Preparation of the annual budget for approval by the board at the winter meeting
4. Approve spending for items not assigned to other committees, within the \_\_\_\_\_\_\_\_\_\_\_ budget.

13.2 There shall be three (3) standing committees: **Trail**, **Event**, and **Marketing & Promotions**. Each committee shall consist of \_\_\_\_\_\_\_\_\_\_\_ members and a minimum of two people. A committee member may serve on one or more committees.

A. The **Trail Committee** shall identify the development and maintenance of biking and hiking trails in the Slate Valley region.

The **Duties** fall within the stated purpose above and the following non-inclusive list represents likely responsibilities:

1. Develop and steward the long range construction and maintenance plan
2. Establish annual work priorities
3. Build strong relationships between \_\_\_\_\_\_\_\_\_\_\_, private landowners and local and state governmental agencies
4. Schedule public work days and coordinate with the event committee
5. Conduct public work days

B. The **Event Committee** shall encourage community participation by organizing outings and social activities for the club throughout the year.

 The **Duties** fall within the stated purpose above and the following non-inclusive list represents likely responsibilities:

1. Coordinate a regular schedule of hikes and bike rides on \_\_\_\_\_\_\_\_\_\_\_ trails
2. Recruit volunteers to lead such activities
3. Compile monthly calendar for information to club members and the public
4. Coordinate and organize special events

C. The **Marketing & Promotions** **Committee** shall create awareness of the Slate Valley Trails organization by developing and implementing an overall marketing and club communication plan.

The **Duties** fall within the stated purpose above and the following non-inclusive list represents likely responsibilities:

1. Maintain club website content and presentation
2. Publish and distribute club newsletter
3. Make event announcements via social media
4. Establish links with local press to promote and maximize publicity for club and its activities through press releases, articles etc.

13.3 Committees are authorized to spend budgeted funds upon approval by its respective committee quorum.

13.4 Sub committees can be formed within each of the standing committees

13.5 Each standing or sub-committee shall elect a chairperson for a term of one year.

13.6 The Committee Chairs shall attend board meetings and summit their committee report to the Executive Committee prior to the scheduled board meeting.

13.7 Ad hoc Committees may be formed by the Board on an as needed basis.

These Bylaws were adopted this 5th day of September 2015

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_