**BYLAWS**

**ARTICLE I**

**General Provisions**

 **1.1 Name and Purpose.** The name of the corporation is Waterbury Area Trails Alliance (“\_\_\_\_\_\_\_\_\_”). \_\_\_\_\_\_\_\_\_ is a non-profit organization whose mission is to build and maintain recreational trails for a healthy, vibrant and sustainable community in Waterbury, Vermont.  \_\_\_\_\_\_\_\_\_ endorses responsible, environmentally sensible trail use and the creation of multi-use community recreation trail networks for the health and benefit of the local population and visitors.

The purposes of \_\_\_\_\_\_\_\_\_ are as follows:

a) Activities and Programs. To provide its members and the general public with opportunities to create, enjoy, and become stewards of multi-use trails. \_\_\_\_\_\_\_\_\_ conducts trail maintenance work days, educational programs, and activities designed to promote the responsible use of trails by recreational users.

b) Environmental Protection. To provide leadership in the protection and preservation of the environment by encouraging the establishment and management of protected recreation areas within Vermont.

c) Organization. To provide an organization of volunteers and professionals who will manage \_\_\_\_\_\_\_\_\_'s facilities and programs, encourage respect for the environment and outdoor recreation, offer \_\_\_\_\_\_\_\_\_'s expertise to others, and support individual contributions in realizing \_\_\_\_\_\_\_\_\_'s goals.

d) Protection. To protect lands vital to \_\_\_\_\_\_\_\_\_ trail networks through agreements, easements, acquisition, or other arrangements

**1.2 Non-Profit Status.**

 a. \_\_\_\_\_\_\_\_\_ shall at all times conduct its activities in a manner consistent with any exemption from federal income tax that \_\_\_\_\_\_\_\_\_ may receive under section 501(c)(3) of the Internal Revenue Code of 1986, as it might be amended. Notwithstanding any other provision of these Bylaws, \_\_\_\_\_\_\_\_\_ is organized exclusively for charitable, educational, scientific, or athletic purposes, as specified in section 501(c)(3) of the Internal Revenue Code. \_\_\_\_\_\_\_\_\_ shall not carry on any activity or exercise any power not permitted to be carried out or exercised by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding provision in any current or future U. S. internal revenue law.

 b. No part of the assets or net earnings of \_\_\_\_\_\_\_\_\_ shall inure to the benefit of any member, director, or officer of \_\_\_\_\_\_\_\_\_ or any private individual, except that reasonable compensation may be paid for services rendered to \_\_\_\_\_\_\_\_\_. No member, director, or officer of \_\_\_\_\_\_\_\_\_ or any private individual shall be entitled to share in the distribution of any of \_\_\_\_\_\_\_\_\_’s assets upon the dissolution of the organization.

 c. No substantial part of the activities of \_\_\_\_\_\_\_\_\_ shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for political office. \_\_\_\_\_\_\_\_\_ shall be non-partisan and shall not officially endorse or oppose any candidate for public office.

**ARTICLE II**

**Members**

**2.1 Qualifications.** Membership in \_\_\_\_\_\_\_\_\_ shall be open to all persons, corporations, partnerships, foundations, clubs, businesses, and other organizations supporting \_\_\_\_\_\_\_\_\_’s objectives.

**2.2 Dues.**  The Board of Directors shall establish dues for \_\_\_\_\_\_\_\_\_’s members.

**2.3 Restrictions on Transfer.** Memberships in \_\_\_\_\_\_\_\_\_ are not transferable.

**ARTICLE III**

**Meetings of Members**

**3.1 Place and Time of Meetings, Chair.**  Meetings of the Members may be held at such place and at such time as may be provided in the notice of the meeting and approved by the Board of Directors. The President of the Board of Directors shall preside or, in the Chair’s absence, the Vice-President shall preside.

**3.2 Annual Meeting of Members.** The annual meeting of the Members shall be held at such time and place as the Board of Directors shall determine.

**3.3 Special Meetings of Members.** Special meetings of the members may be called by the Board of Directors or the Presidentor Vice-President of the Board of Directors in their discretion, and shall be called by the Board of Directors upon the written request of fifteen (15) members. Only business within the purpose or purposes described in the notice for a special meeting of the members may be conducted at the meeting.

**3.4 Notice of Meetings.**  Written notice stating the place, day, and hour of each meeting of the members and, in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given not less than fourteen (14) days before the date of the meeting, either personally, by email, or by mail to each member entitled to vote at such meeting. Notice of meetings of members may be given by publication in a \_\_\_\_\_\_\_\_\_ newsletter, electronic document, or other publication sent to each member entitled to vote at the meeting.

**3.5 Waiver of Notice; Attendance at Meeting.** A member's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**3.6 Voting Rights.**  Each member shall be entitled to one vote on each matter presented to the members for a vote.

**3.7 Quorum and Voting Requirements.** Fifteen (15) members present in person at a meeting of members shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or these Bylaws.

**ARTICLE IV**

**Board of Directors**

**4.1 Number.**  The affairs of \_\_\_\_\_\_\_\_\_ shall be managed and conducted by a Board of Directors consisting of no fewer than five (5) nor more than fifteen (15) directors.

**4.2 Election and Term.** Members of \_\_\_\_\_\_\_\_\_’s Board of Directors shall be elected from the members at the annual meeting of \_\_\_\_\_\_\_\_\_’s members. Directors shall be nominated and elected to two (2) year terms. The terms shall be staggered as follows; President and Secretary odd years, and Vice President and Treasurer even years.

**4.3 Vacancies.**  Vacancies on the Board of Directors may be filled by an affirmative vote of a majority of all the remaining Directors. A director elected by the Board of Directors to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**4.4 Annual Meeting.**  The annual meeting of the Board of Directors shall be held at such time and place as the Board shall determine and held immediately after the annual meeting of members.

**4.5 Regular Meetings.** The Board shall meet at least three (3) times per year, including the annual meeting, at such times and at such places as the Board shall determine. In the absence of a determination of the times and places of the regular meetings by the Board, the times and places of the regular meetings shall be determined by the President.

**4.6 Special Meetings.**  Special meetings of the Board may be called by or at the request of the President or the Vice-President or at the request of any other four (4) members of the Board, and shall be held at a place reasonably accessible to all directors as shall be specified in the notice of special meeting.

**4.7 Notice to Directors.**  Notice of any regular meeting of the Board, shall be given at least seven (7) days prior to the board meeting. Notice of meetings of the Board may be given by email, mail or publication in a \_\_\_\_\_\_\_\_\_ newsletter or other publication sent to each director entitled to vote at the meeting. Such notice shall be deemed to be delivered when sent. Notice of any special meeting of the Board, together with a brief indication of the business to come before the meeting, shall be given in the same manner at least twenty four hours before the meeting. Any director may waive notice of any meeting either before or after the meeting. The waiver of notice must be in writing signed by the director and delivered to \_\_\_\_\_\_\_\_\_ for insertion in \_\_\_\_\_\_\_\_\_’s record books. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**4.8 Quorum.** One-third of the total number of Board members shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**4.9 Board Decisions.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

**4.10 Compensation.**  \_\_\_\_\_\_\_\_\_’s directors shall not receive any compensation for their services on the Board. The Board shall have the authority, however, to pay directors, members, officers, or employees reasonable compensation for bona fide services rendered for \_\_\_\_\_\_\_\_\_ and to reimburse members, directors, officers, or employees for reasonable expenses actually incurred for the benefit of \_\_\_\_\_\_\_\_\_.

**4.11 Attendance at Meetings by Telephone.** Any member of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

**4.12 Consent in Lieu of Meeting.**  Any action consented to in writing, whether electronic or on paper, by the entire Board shall be as valid as if the Board had adopted such action at a duly held meeting thereof.

**4.13 Resignation.** A director may resign at any time by giving written notice to the Board, the President, the Vice-President, or the Secretary of \_\_\_\_\_\_\_\_\_. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

**4.14** **Committees.**  The Board may authorize the establishment and termination of committees as needed for the function of \_\_\_\_\_\_\_\_\_ and may delegate to any such committee or committees any or all of the Board's powers.

a. **Appointment**. With the approval of the Board of Directors, the President of the Board shall appoint annually the membership and chairperson of all committees as soon as possible after the annual meeting of the members of \_\_\_\_\_\_\_\_\_. Non-board members may be appointed to serve on any committee and it is preferred that the chair of all committees be a board member.

b. **Function**. Unless the Board otherwise designates or the Bylaws otherwise provide, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors, with the exception that half of the total number of committee members shall constitute a quorum.

**ARTICLE V**

**Officers**

**5.1 Number of Officers.** The officers of \_\_\_\_\_\_\_\_\_ shall consist of the President, a Vice-President, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**5.2 Election and Term of Office.** The officers of \_\_\_\_\_\_\_\_\_ shall be nominated and elected by the Board of Directors at its first meeting following the annual meeting of members. This shall be the annual meeting of the Board. Each officer shall hold office until the next annual meeting of the Board.

**5.3 Removal.**  Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of \_\_\_\_\_\_\_\_\_ would be served thereby.

**5.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**5.5 Power and Duties.**  The several officers shall have such powers and shall perform such duties as may from time to time be specified in votes or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the following powers and authority:

 *a. President* The President shall preside over meetings of the members, the Board of Directors. The President shall report regularly to the Board of Directors concerning the affairs of \_\_\_\_\_\_\_\_\_.

 *b. Vice President.* The Vice President of the Board of Directors shall have the authority and duties of the President when the President is unavailable or unable to perform these duties.

 *c. Secretary.* The Secretary shall be responsible for maintaining proper books and records of \_\_\_\_\_\_\_\_\_ and shall attend to the giving of all notices on behalf of the Board of Directors. The Secretary shall keep complete and accurate minutes of all meetings of the Board of Directors, or members of \_\_\_\_\_\_\_\_\_ and shall generally perform the duties customarily incident to the office of secretary.

 *d. Treasurer.* The Treasurer shall be the custodian of all funds, assets, and property belonging to \_\_\_\_\_\_\_\_\_. The Treasurer shall keep proper books of account and generally fulfill the duties incident to the office of Treasurer. The Treasurer shall report on \_\_\_\_\_\_\_\_\_’s financial condition at all regular meetings of the Board and at all annual or special meetings of the members.

 *e. Other Officers.* Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

**5.6 Resignation.**  An officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

**ARTICLE VI**

**Indemnification**

\_\_\_\_\_\_\_\_\_ will indemnify a director, officer, employee or agent of \_\_\_\_\_\_\_\_\_ if the individual:

1. conducted himself or herself in good faith; and
2. Was acting in his or her capacity as a Director, officer, employee, or agent of

\_\_\_\_\_\_\_\_\_;

 (3) reasonably believed in the case of conduct in his or her official capacity with \_\_\_\_\_\_\_\_\_, that the person’s conduct was in the \_\_\_\_\_\_\_\_\_’s best interests; and

 (4) in cases brought by a government agency, the individual had no reasonable cause to believe that his or her conduct was unlawful, and the person is not finally found to have engaged in a reckless or intentional criminal act.

In all cases \_\_\_\_\_\_\_\_\_ will indemnify to the extent and manner allowed by the Vermont Non-Profit Corporation Act, Title 11B, Chapter 8, sub-chapter 5.

**ARTICLE VII**

**Limitation of Personal Liability**

The directors, officers, and employees of \_\_\_\_\_\_\_\_\_ shall not be personally liable for any debt, liability, or obligation of \_\_\_\_\_\_\_\_\_. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against \_\_\_\_\_\_\_\_\_ may look only to the funds and property of \_\_\_\_\_\_\_\_\_ for the payment of any such contracts or claims or for the payment of any debt, damages, judgment, or decree that may become due or payable to them from \_\_\_\_\_\_\_\_\_.

**ARTICLE VIII**

**Fiscal Year**

\_\_\_\_\_\_\_\_\_’s fiscal year shall be from January 1 to December 31.

**ARTICLE IX**

**11.1 Procedure for Amendments.** For an amendment to \_\_\_\_\_\_\_\_\_’s by-laws to be adopted, it must be approved in the following manner:

 **a. Amendments to the Number, Composition, Terms or Election of Directors.** Any amendment to the number, composition, terms, or election of directors, whether initiated by the Board of Directors or by the membership, shall require a two-thirds affirmative vote of the Board.

 **b. All other amendments.** Any amendment other than those described in 11.1.a. shall be approved by a majority affirmative vote of the full Board of Directors.

**11.2 Notice of Amendment.** If the Board or the members seek to have the amendment approved by the members at a membership meeting, \_\_\_\_\_\_\_\_\_ shall give notice to the members in writing in accordance with Section 3.4 of these by-laws. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment, and contain or be accompanied by a copy and any summary of the amendment.

**ARTICLE X**

**Dissolution**

**12.1 Decision to Dissolve.** \_\_\_\_\_\_\_\_\_ shall be dissolved upon the vote of a majority of the Board of Directors or a majority of the members present at a duly convened regular or special meeting of the Board of Directors or members where the notice of meeting states that the dissolution of \_\_\_\_\_\_\_\_\_ would be considered.

**12.2 Procedure Upon Dissolution.** Upon the appropriate vote of the members or Board of Directors to dissolve \_\_\_\_\_\_\_\_\_, the Board shall arrange for the distribution of \_\_\_\_\_\_\_\_\_’s assets in the following manner:

 a. all liabilities and obligations of \_\_\_\_\_\_\_\_\_ shall be paid or discharged, or adequate provision shall be made for such payment or discharge;

 b. assets held by \_\_\_\_\_\_\_\_\_ upon any condition requiring that the assets be returned, transferred, or conveyed upon the dissolution of \_\_\_\_\_\_\_\_\_ shall be returned, transferred, or conveyed in accordance with the applicable conditions;

 c. other assets, if any, be distributed to an organization selected by the Board of Directors that is an exempt organization under section 501(c)(3) and which has goals and objectives comparable to the goals and objectives of \_\_\_\_\_\_\_\_\_, as set forth in these Bylaws.

**ARTICLE XI**

**Miscellaneous**

**13.1 Governing Law.** These Bylaws shall be subject to and construed in accordance with the laws of the State of Vermont.

**13.2 Severability.**  The provisions of these Bylaws shall be deemed independent and severable, and the invalidity or partial invalidity or unenforceability of any one provision or portion thereof shall not affect the validity or enforceability of any other provision.

**13.3 Construction.**  As used in these Bylaws, all singular words shall include the plural and all plural words shall include the singular, as the context may require.

**13.4 Procedure.** All matters of parliamentary procedure shall be governed by Robert's Rules of Order (rev. 2011, 11th Ed.), unless these Bylaws or applicable law provide otherwise.

The undersigned hereby certifies that the foregoing Bylaws and amendments have been duly approved as the Bylaws of \_\_\_\_\_\_\_\_\_ at the meeting of the Board of Directors held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary of \_\_\_\_\_\_\_\_\_ Date