**BYLAWS**

**ARTICLE I**

**General Provisions**

 **1.1 Name and Purpose.** The name of the corporation is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (“\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or “Fellowship”). \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is a non-profit organization whose mission is to promote , create, and maintain mountain biking opportunities and leadership in Chittenden County, 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. FTOW conducts trail maintenance work days, educational programs, and activities designed to promote the responsible use of trails by mountain bikers.

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

**ARTICLE II**

**Members**

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

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

**2.3 Honorary Members.** The Board of Directors may, in its discretion, confer honorary membership in the Fellowship upon persons or organizations who have made notable contributions to furthering the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’s objectives. Honorary members shall be entitled to exercise all of the rights and privileges of members of the Fellowship, including the right to attend and vote at meetings of the members. Honorary members shall be exempt from the requirement of paying membership dues.

**2.4 Restrictions on Transfer.** Memberships in the Fellowship 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 the Fellowship 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 the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’s Board of Directors shall be elected from the members at the annual meeting of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’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 Chair.

**4.6 Special Meetings.**  Special meetings of the Board may be called by or at the request of the Chair or the Vice-Chair 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 meeting. Notice of meetings of the Board may be given by publication in a Fellowship 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 a writing signed by the director and delivered to the Fellowship for insertion in the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’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.**  The \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’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 the Fellowship and to reimburse members, directors, officers, or employees for reasonable expenses actually incurred for the benefit of the Fellowship.

**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 the Fellowship. 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 the Fellowship 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 Chair 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 the Fellowship. 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 the Fellowship 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 the Fellowship 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 the Fellowship 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 Chair shall report regularly to the Board of Directors concerning the affairs of the Fellowship.

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

 *c. Secretary.* The Secretary shall be responsible for maintaining proper books and records of the Fellowship 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 the Fellowship 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 Fellowship. The Treasurer shall keep proper books of account and generally fulfill the duties incident to the office of Treasurer. The Treasurer shall report on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’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**

**Executive Director**

**6.1 Unitary or Shared Position:**  The Executive Director position as described below may be held by one or more people as decided by the Board of Directors. In the event that the position is shared, the Board of Directors shall decide the specific duties of each position. A person appointed to a part of the position shall be appointed independently from the other part-holder of the position, and have the same selection procedure, term of office, rights, report ability, powers and general duties as a person selected to fill the whole position. If the position is shared, the term “Executive Director” in the following shall apply separately to each part-holder of the position.

**6.2 Election and Term of Office.** The Executive Director shall be appointed by the Board of Directors at any special or regular meeting. The Executive Director shall hold office until he/she resigns or is removed by the Board of Directors.

**6.3 Powers and Duties.** The Executive Director of the Fellowship shall be the chief executive officer of the Fellowship and the official adviser to and executive agent of the Board of Directors. Subject to the approval of the Board of Directors, the Executive Director shall have the authority to manage and direct the operations of the Fellowship, including the power to sign such papers as may be required as instructed by the Board of Directors, and the power to appoint and discharge the staff and all employees of the Fellowship. The Executive Director shall manage the affairs and direct the work and employees of the Fellowship, subject to and in accordance with the approved budget or as otherwise instructed by the Board of Directors. The Executive Director shall report and make recommendations regularly to the Board of Directors, the Executive Committee, and the regular members of the Fellowship at the annual meeting and at any special meeting concerning the affairs of the Fellowship which, in his/her judgment, are desirable for their information and guidance. The Executive Director shall also perform such other duties as are incidental to the office of executive director. The Executive Director shall be an ex officio non-voting member of the Board of Directors and of all committees.

**6.4 Removal.** The Executive Director may be removed by the Board of Directors whenever the best interests of the Fellowship would be served by such removal. Upon an Executive Director's removal, the Executive Director shall immediately cease to serve as an ex officio non-voting member of the Board of Directors and of all committees.

**6.5 Resignation.** The Executive Director may resign at any time by giving written notice to the Executive Committee. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice by the Executive Committee, and the acceptance of the resignation shall not be necessary to make it effective. The Executive Director is requested, wherever possible, to provide the Executive Committee with at least thirty (30) days advance written notice of resignation.

**ARTICLE VII**

**Indemnification**

The Fellowship will indemnify a director, officer, employee or agent of the Fellowship 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 the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (3) reasonably believed

 (A) in the case of conduct in his or her official capacity with the Fellowship, 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 the Fellowship will indemnify to the extent and manner allowed by the Vermont Non-Profit Corporation Act, Title 11B, Chapter 8, sub-chapter 5.

**ARTICLE VIII**

**Limitation of Personal Liability**

The directors, officers, and employees of the Fellowship shall not be personally liable for any debt, liability, or obligation of the Fellowship. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Fellowship may look only to the funds and property of the Fellowship 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 the Fellowship.

**ARTICLE IX**

**Fiscal Year**

The \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’s fiscal year shall be from January 1 to December 31. The \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’s tax year shall be the fiscal year, unless otherwise determined by the Board of Directors.

**ARTICLE X**

**11.1 Procedure for Amendments.** For an amendment to the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’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 either 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, the Fellowship 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 XII**

**Dissolution**

**12.1 Decision to Dissolve.** The Fellowship 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 the Fellowship would be considered.

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

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

 b. assets held by the Fellowship upon any condition requiring that the assets be returned, transferred, or conveyed upon the dissolution of the Fellowship 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 the Fellowship, as set forth in these Bylaws.

**ARTICLE XIII**

**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 the Fellowship at the meeting of the Board of Directors held on February 20, 2012.

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Secretary of the Fellowship Date