

# BY-LAWS OF THE SPRINGWATER TRAILS, INC

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These by-laws were adopted by the membership of Springwater Trails, Inc, on March 23, 2014.

## ARTICLE I PURPOSE AND ACTIVITIES

- 1 To create, identify, protect and promote hiking trails in the Springwater area, thereby increasing awareness and enjoyment of Springwater's unique geographical features, natural resources and open spaces by residents and visitors to the area.
- 2 To create a framework for an interconnected system of trails within the limits of the Town of Springwater boundaries with an eye towards the future and creating an expanded network that will connect to potential or existing trail systems in surrounding communities.
- 3 To provide a recreational and educational experience available to all residents and visitors of the Town of Springwater.
- 4 To plan, build, map, and maintain trails through reserved open space.
- 5 To coordinate with the Town, neighboring community, county and state officials regarding planning, extension, and linkages to trails in adjoining towns and regional trail systems.
- 6 To inventory species of flora and fauna in areas along the trails.
- 7 To disseminate information to the public on the availability and proper use of the trails, and publicize the health benefits of walking and hiking.
- 8 To provide access to, and a view of, historical sites not visible from public roads.
- 9 Regardless of any other provision of these By-Laws, no officer or representative of Springwater Trails shall take any action or carry on any activity on behalf of Springwater Trails, not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

## ARTICLE II MEMBERSHIP AND DUES

- 1 Any person may become a member of Springwater Trails, Inc. by paying annual dues. Membership shall be for one year and shall be renewable. Membership shall run from the date membership is purchased to Dec 31 of the year in which membership is purchased except that membership purchased after September 1 shall run until Dec 31 of the following year. Memberships are available as follows:

- a. Individual membership for \$20
- b. Family membership for \$30
  - i. All of the benefits of an Individual Membership plus
  - ii. A second vote at general membership meetings and on-line elections.
- c. Contributing membership for \$100
  - i. All of the benefits of a Family membership plus
  - ii. Placement on the list of contributing members on the website.

Changes to the membership fees may be proposed by the Executive Board and approved at a full membership meeting. The change shall apply to new memberships and renewals immediately upon approval by the membership, or as stated in the resolution modifying the dues.

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- 2 All individual members, age 18 and over, are eligible to vote. Two members of a family membership, age 18 and over, are eligible to vote. Members can vote in the annual election of board members, and at the annual meeting and other meetings of the membership on topics brought up for vote.
- 3 Honorary Memberships. Honorary memberships shall be granted to certain individuals and families, entitling them to all the rights and privileges of membership for the following year without payment of dues. Honorary memberships are for specific years and are not accumulated. Qualifications for these memberships are as follows:
  - 3.1. Any person or family who donates a revocable trail permit over his or its land shall be granted an honorary family membership to the organization for the duration of the permit.
  - 3.2. Hikers, who have completed 20 group activities (hikes or trail building or training classes) during a calendar year, shall be granted an honorary individual membership to the organization for the following year.
  - 3.3. Individuals, who have completed 5 trail building activities during a calendar year, shall be granted an honorary individual membership to the organization for the following year.
  - 3.4. Individuals, who have served as a Seasonal Hike Coordinator during one season, shall be granted an honorary individual membership to the organization for the following year.
  - 3.5. Individuals, who have served on the Executive Board for a full year term, shall be granted an honorary individual membership to the organization for the following year.
- 4 A membership roll shall be kept by the treasurer, with contact information and expiration date for each membership. The roll shall be updated as memberships are renewed and elapsed, granted and revoked. A member shall be able to query his or her membership status.

## **ARTICLE III MEETINGS**

- 1 Annual Meeting of the Full Membership
  - 1.1. The annual meeting of members shall be held in March of each year, at the time and location specified by the Executive Board. The annual meeting may follow a Sunday hike in March. Additional regular meetings of the membership shall be held pursuant to a schedule of meetings for the coming year, prepared by the Executive Board and distributed at the annual meeting. Special meetings of the membership may be called by the President or Vice-President, and shall be called upon written request of 10 per cent of the members, by digital notice emailed or written notice mailed to all current members.
  - 1.2. A quorum for the conduct of business at a meeting of members shall be 10 per cent of the total membership roll but at least 3 members. Majority vote of the members present at the meeting shall decide all issues, except election of officers which shall be by plurality vote of the members present, and except amendments of these by-laws and dissolution of this organization, which shall require a two-thirds vote of the members present.
- 2 Meetings of the Executive Board
  - 2.1. The Executive Board shall meet as often as required by the business of Springwater Trails, at a time and place of mutual consent.
  - 2.2. At any meeting of the Executive Board, a majority of all members of the board shall constitute a quorum for the transaction of any business at such meeting, and a vote of the majority of the members present and voting at the time of the vote shall be considered an act of the board.

## **ARTICLE IV OFFICERS and EXECUTIVE BOARD**

- 1 The elected officers of the organization, referred to collectively as the Executive Board, shall consist of a president, a vice-president, a secretary, a treasurer, all of whom shall be drawn from

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the members of the organization. The officers shall be elected by plurality vote of the membership at the annual meeting, and shall serve until the following annual meeting.

In addition to these elected officers, there are two optional appointed officers. A vice president of Hiking and a Trail Master may be appointed to the Executive Board, by the Executive Board, as described below.

- 1.1. President. The duties of the President shall include the general supervision of the affairs and activities of the organization, subject to the overall control and direction of the Executive Board. The President shall preside at all meetings of the membership and of the Executive Board. The President shall be a member ex officio of all committees except the Nominating Committee. With the exception of the Nominating Committee, the President shall have the power to appoint all members of the committees subject to the confirmation of the Executive Board, and to recommend the creation of special and advisory committees. Unless a separate Trail Master is appointed by the Executive Board, the President shall serve as Trail Master.
- 1.2. Vice-President. The Vice-President shall assist the President and shall act in the place of the President in the latter's absence or inability to act. Unless a separate Vice President of Hiking is appointed by the Executive Board, the Vice-President shall serve as Vice President of Hiking.
- 1.3. Secretary. The Secretary shall record the minutes of meetings of the membership and the Executive Board and all votes during such proceedings. The Secretary shall (1) give, or cause to be given, notice of all meetings of the membership and of the Executive Board, (2) supervise all correspondence as required by the President and Board, and (3) keep all of the documents and records of the organization, as required by law or otherwise, in a proper and safe manner. The Secretary shall have such other powers and duties as prescribed by the Executive Board.
- 1.4. Treasurer. The Treasurer shall be responsible for supervising the keeping of correct and complete books and records of financial accounts for the organization and for the furnishing of periodic reports to the Executive Board setting forth the organization's financial status. The Treasurer shall be responsible for maintaining banking arrangements to receive, hold and disburse funds of the organization. The Treasurer shall, as required, invest the funds of the organization and establish and coordinate policies of investment. The Treasurer shall have such other powers and duties as may be prescribed by the Executive Board. The Treasurer shall maintain the roll of members.
- 1.5. Trail Master. The Trail Master shall have the special responsibility for establishing trail routes and negotiating with property owners for routes shall be in charge of all construction and maintenance of the trail and shall propose trail construction specifications for adoption by the Executive Board.
- 1.6. Vice President of Hiking. The Vice-President of Hiking shall provide general supervision of the Hiking Group, and shall ensure that the Hiking Roles and Responsibilities are understood by all hikers.
2. The Executive Board shall have the power to conduct, manage and control the affairs and business of the organization and shall be charged with the responsibility of accomplishing its aims and objectives.
3. No member of the Executive Board shall receive compensation from the organization for his or her services. However, at the sole discretion of the Executive Board, a member thereof may receive reasonable reimbursement for actual expenses incurred in the performance of his or her duties.
4. Nominations for office shall be made by a committee appointed by the Executive Board. Nominations shall be made public at least three (3) weeks prior to the annual meeting.

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Additional nominations may be made from the floor at the time of election provided that the consent of the person nominated has been obtained before the nomination is made.

- 5 Should an officer resign before the term of office is complete, the Executive Board shall appoint an officer to fill the vacancy.

## ARTICLE V COMMITTEES

- 1 The Executive Board may establish such committees as it may see fit for the purpose of accomplishing particular tasks consistent with the organization's purposes. Such committees shall carry out assignments as may be approved by the Executive Board and shall report periodically to the Executive Board on the nature and progress of their work. Each such committee shall have the powers granted to it by the Executive Board.
- 2 Each committee shall serve at the pleasure of the Executive Board which, subject to the applicable provisions of these By-Laws, shall have the authority at any time to change the membership of any committee, to fill vacancies in it, or to dissolve it. All committees shall report to the Executive Board whenever requested by the Board to do so and shall keep regular minutes of their meetings. At any meeting of a committee, a majority of all members of the committee shall constitute a quorum for the transaction of any business at such meeting, and a vote of the majority of the members present and voting at the time of the vote shall be considered an act of the committee. The President shall be an ex officio voting member of all committees except the Nominating Committee.

## ARTICLE VI FINANCES

- 1 Bank Accounts. The Treasurer shall have the authority to establish bank accounts on behalf of the organization upon such terms and conditions as may be authorized by the Executive Board.
- 2 Bills, Notes, etc. All checks, demands for money and notes or other instruments evidencing an indebtedness or other obligation of the organization shall be made in the name of the organization and shall be signed on behalf of the organization by the Treasurer or any other officer as the Executive Board may designate. Prior approval by the Executive Board shall be required for checks in excess of \$200.00.
- 3 An annual audit of the financial records of the organization shall be made by an audit committee appointed by the Executive Board for that purpose. The audit committee's findings and recommendations for the previous fiscal year shall be reported at the regularly scheduled annual meeting of the membership.
- 4 The outgoing Treasurer shall participate with the audit committee and review the financial results for any fiscal year that ends his or her office.
- 5 The fiscal year of the Corporation shall be the year beginning January 1 or such other period as shall be determined by the Executive Board.

## ARTICLE VII PARLIAMENTARY AUTHORITY

- 1 Parliamentary authority shall be Robert's Rules of Order, Newly Revised, provided it is consistent with the organization's by-laws.

## ARTICLE VIII AMENDMENTS

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- 1 These By-Laws may be altered, amended, or repealed by two-thirds vote of the voting members present at any regular, annual or special meeting called with prior notice for such purpose. Such notice may be given at the next-preceding meeting of the members.