

# Bylaws of the Finger Lakes Trail Conference, Inc.

## **Article I-NAME**

The name of this corporation shall be the Finger Lakes Trail Conference, Inc., hereinafter referred to as the FLTC.

## **Article II-PURPOSE**

The purpose of the FLTC shall be as defined in the Certificate of Incorporation.

## **Article III-MISSION**

The mission of the FLTC is to build, protect, enhance and promote a continuous footpath across New York State. Forever!

## **Article IV-SEAL**

The FLTC shall have no seal.

## **Article V – MEMBERSHIP**

### **Section 1. Qualifications:**

Any individual or organization that supports the purpose and mission of the FLTC may apply for membership.

### **Section 2. Members:**

The members of the FLTC are those individuals and organizations having membership rights in accordance with the provisions of these by-laws. Any individual or organization may obtain membership upon written application submitted to the FLTC and payment of the first year's dues and fulfillment of such other rules and regulations as may be adopted by the FLTC.

### **Section 3. Class of Membership:**

The Board of Managers, hereafter known as the Board, shall establish the classes of membership and the rights and privileges of each class.

### **Section 4. Dues:**

1. Annual membership dues will be on a rolling membership renewal schedule.

### **Section 5. Termination of Membership:**

A member may voluntarily resign, a membership shall terminate for non-payment of dues or debt, or a membership may be terminated for cause. (See Article XV, Section 2)

## **Article VI - BOARD OF MANAGERS**

### **Section 1. Managers:**

The Board shall consist of fifteen (15) members. One-third (1/3) of such managers shall be elected annually by majority vote of the members at each Annual Business Meeting.

### **Section 2. Terms:**

Members of the Board shall serve a term of three (3) years and may serve two (2) consecutive terms. No manager having served two (2) full three (3) year terms shall be eligible for immediate re-election, but may become eligible one (1) year following the end of such three-year terms; all managers serving less than a full three-year term may be re-elected to a full three-year term and may serve two (2) consecutive terms.

### **Section 3. Organizational Meeting:**

The Board shall elect Officers at an organizational meeting, to be held within thirty (30) days following the Annual Business Meeting. (See Article VII).

### **Section 4. Authority:**

The Board has all the power granted by these by-laws and is authorized to conduct the business of the FLTC, to receive and disburse all monies and to purchase, control and sell or convey real and personal property on behalf of the FLTC.

### **Section 5. Structure:**

The President shall preside at all meetings of the FLTC and the Board. In the absence of the President, or his/her inability to act, the Executive Vice President shall perform his/her duties. In the absence of the President and Executive Vice President, or their inability to act, the Vice President of Finance shall perform their duties. In the absence of the President, Executive Vice President, Vice President of Finance, or their inability to act, the Vice President of Membership and Marketing shall perform their duties. In the absence of the President, Executive Vice President, Vice President of Finance, Vice President of Membership and Marketing, or their ability to act, the Vice President of Trail Preservation shall perform their duties. In the event that none of the above can perform, the Board, by a majority of those present, shall elect a President Pro Tempore.

### **Section 6. Duties and Responsibilities:**

The duties and responsibilities of the Board shall be those normally associated therewith and those delegated to the Board by itself.

## **Article VII – OFFICERS**

### **Section 1. Officers:**

The officers of the FLTC shall be President, Executive Vice President, Vice President of Finance, Vice President of Membership and Marketing, Vice President of Trail Maintenance, Vice President of Trail Quality, Vice President of Trail Preservation, and Secretary.

### **Section 2. Terms:**

Officers shall serve a term of one (1) year, or until their successors have been elected.

### **Section 3. Structure:**

The Vice Presidents, Secretary, and Treasurer shall report directly to the President. The President shall report to the Board.

### **Section 4. Duties and Responsibilities:**

The duties and responsibilities of the Officers shall be those normally associated therewith and those delegated to such officers by the Board of Managers.

## **Article VIII - EXECUTIVE DIRECTOR**

### **Section 1. Executive Director:**

The Board may create and fill the position of Executive Director if members of the Board deem this action to be in the best interest of the FLTC. The Executive Director shall be appointed by a majority vote of the entire Board, shall serve at the pleasure of the Board, and may be removed by a majority vote of the entire Board.

### **Section 2. Structure:**

The Executive Director shall report directly to the President. The Executive Director shall be an ex-officio, non-voting member of the Board and all committees, except the Personnel Committee.

### **Section 3. Compensation:**

The Executive Director may receive monetary compensation for performance of the duties and responsibilities contained in the job description approved by the Board. The amount and terms of any such monetary compensation shall be set by the Board.

### **Section 4. Duties and Responsibilities:**

The duties and responsibilities of the Executive Director shall be those set forth in a job description approved by the Board of Managers and shall include such other activities as the Board of Managers may from time to time determine to be appropriate.

## **Article IX - ELECTION OF THE BOARD OF MANAGERS**

### **Section 1. Eligibility:**

All persons who are members of the FLTC and who were members, of at least one (1) year's standing, prior to the time of election of either the FLTC or of any FLT trail sponsoring organization are eligible to serve as Managers, provided they express willingness to serve if elected.

### **Section 2. Nominations by the Nominating Committee:**

A slate of five (5) nominees shall be presented to all members with the notice of the Annual Business Meeting.

### **Section 3. Other Nominations:**

Nominations in writing, signed by at least ten (10) members and received by the Secretary ten (10) days prior to the meeting, shall be presented at the meeting.

### **Section 4. Voting:**

The slate of nominees presented to the members, by the Nominating Committee, shall be voted on and elected by a majority vote of the members at the Annual Business Meeting unless there are contested positions for the Board. If so the Nominating Committee shall prepare a ballot listing all candidates for the Board vacancies. This ballot shall be distributed to each member in attendance. The ballots shall be returned to the Nominating Committee, which shall tally the votes and announce the results. Proxy votes are allowed.

### **Section 5. Vacancies:**

Any Manager's position on the Board that becomes vacant during a term shall be filled by an eligible FLTC member appointed by the President. The appointed member shall serve the remainder of the original term and may be nominated and elected to successive terms as provided in Article VI, Section 2.

## **Article X - ELECTION OF OFFICERS**

### **Section 1. Eligibility:**

The President shall be elected from members or officers of the Board, which have one (1) year of Board experience, or from the ranks of previous Boards. The Vice Presidents, Secretary and Treasurer shall be elected from members of the Board or

from the membership at large.

**Section 2. Nominations by the Nominating Committee:**

A slate of Officers shall be presented to the Board at an organization meeting, to be held within thirty (30) days following the Annual Business Meeting. (See Article VI, Section 3)

**Section 3. Vacancies:**

Any officer's position on the Board that becomes vacant during a term shall be filled by an eligible FLTC member appointed by the Board. The appointed member shall serve the remainder of the original term and may be nominated and elected to a successive term as provided in Article VII, Section 2.

**Article XI – COMMITTEES**

**Section 1. Executive Committee:**

1. Members: The Executive Committee shall be composed of the President, Vice Presidents, Secretary, Treasurer and one (1) at large member elected from the Board by the Board at the organizational meeting.
2. Terms: The term of the Executive Committee members shall be for one (1) year and shall run concurrently with the existing officer terms.
3. Authority: The Executive Committee shall have and may exercise all the powers of the Board when the Board is not in session, except such powers as the Board may specifically reserve to itself.

**Section 2. Nominating Committee:**

The President, with the approval of the Board, shall appoint a nominating committee of at least four (4) members of the FLTC, no more than two (2) of which may be from the Board, who shall make nominations for election of Officers and Members to the Board..

**Section 3. Finance Committee:**

The Vice President of Finance shall be the chairperson of the Finance Committee and shall, with the approval of the Board, appoint the members of the committee. The FLTC President and Treasurer are ex-officio, non-voting members.

**Section 4. Trail Council:**

The Vice President of Trail Maintenance shall be the chairperson of the Trail Council. The Trail Council shall serve in an advisory capacity.

**Section 5. Audit Committee**

The records of the FLTC will be audited at least once a year. The Board will determine whether to utilize the audit services of an external audit firm hired by the Finance Committee or an internal Audit Committee appointed by the President.

**Section 6. Human Resources Committee**

The President, with the approval of the Board, shall appoint the chairperson of the Human Resources Committee. The Human Resources Committee will be responsible for coordinating all human resources activities and policies related to the employees of the FLTC.

**Section 7. Information Technology Committee**

The IT Committee will recommend hardware and software updates for the organization as well as upgrades for the website.

**Section 8. Other Committees:**

1. The President, with the approval of the Board, may designate other committees to fulfill special tasks when deemed appropriate.
2. The President shall, subject to Board approval, appoint the chairpersons of these other committees.
3. The President shall each year furnish to the Secretary and to whoever is acting as Archivist, copies of the list of committees, committee chairpersons, and committee members.

**Section 9. Membership of Committees:**

The committee chairperson shall appoint committee members unless otherwise provided for in these by-laws. All committee members shall be members of the FLTC as described in Article V.

**Section 10. Structure:**

The Board, unless otherwise provided for in these by-laws, shall determine the structure of committees.

**Section 11. Limitations/Accountability:**

No committee, other than the Executive Committee, shall have power to obligate the FLTC in any manner without approval of the Board or the Executive Committee. All committees shall be accountable to the Board and shall report to the Board when asked by the President. Each chair shall submit a written report to the President at least ten (10) days before the Annual Business Meeting of the FLTC.

**Section 12. Vacancies:**

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointment. The President shall be notified of such changes in membership.

**Section 13. Duties and Responsibilities:**

The duties and responsibilities of the committees shall be as those normally associated therewith and those delegated to such

committees by the Board of Managers.

**Section 14. Quorum:**

Unless otherwise defined in these by-laws or directed by the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting shall be the act of the committee.

**Article XII - QUORUM & VOTING**

**Section 1. Board of Managers:**

1. Except as otherwise provided by law or these by-laws, one-third (1/3) of the sum of the seated Board members, including officers constitutes a quorum at any meeting of the Board.
2. Except as otherwise provided by law or these by-laws, a majority vote of those present in person and eligible to vote at a meeting of the Board shall decide any question that may come before the meeting, provided a quorum is present.
3. Officers that may not be from the Board have equal vote with Board members.
4. The purchase, sale, mortgage or lease of real property shall require approval of a majority of those present at a Board meeting which meets the quorum requirement of Article XII Section 1.1 with the exception that the sale, mortgage or lease of substantially all the real property assets of the Corporation is subject to the requirements of Article XVII Dissolution.
5. The majority of a quorum of the Executive Committee may authorize the acquisition of any real property interest where no funds other than filing, survey and legal fees are to be expended.

**Section 2. Finger Lakes Trail Conference Membership:**

1. Except as otherwise provided by law or these by-laws, one-tenth (1/10th) of the membership or 100 members, whichever is smaller, shall constitute a quorum at any meeting of the FLTC membership.
2. Except as otherwise provided by law or these by-laws, a majority vote of the members present in person or by proxy at a meeting of the FLTC membership shall decide any question that may come before the membership, provided a quorum is present.
3. Each member shall be entitled to one (1) vote.
4. Proxy voting will be accepted upon written designation by the member in question if received by the Secretary in advance of the general membership meeting.

**Article XIII – MEETINGS**

**Section 1. Board of Managers:**

1. Regular meetings: The Board shall meet at least two (2) times each year in addition to the organizational meeting. The Board will fix the time and place of these meetings.
2. Special Meetings: The President may call Special Meetings of the Board. Notice of special meetings shall be given at least seven (7) days before the time appointed for the meeting, and shall include the purpose of the meeting.
3. Notice of Meetings: Regular meetings of the Board shall be held with notice.
4. Adjournment of Meetings: A majority of the Managers present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the managers who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other managers.

**Section 2. Executive Committee:**

The Executive Committee shall meet as often as necessary to manage properly the FLTC. The President shall call all Executive Committee meetings.

**Section 3. The FLTC Membership:**

1. Annual Business Meeting: The Annual Business Meeting of the FLTC shall be held within the State of New York, at a place designated by the Board, on or about the first Saturday in May, or at such other date as the Board shall designate.
2. Notice of Annual Business Meeting: Notice of the Annual Business Meeting shall be presented at least thirty (30) days prior to the meeting to all members as defined in these by-laws.
3. Special Meetings: Special meetings of the members, except where otherwise provided by law or these by-laws, may be called at any time by the Board or the President and shall be called upon written request of 10% of the regular active voting membership. Such request shall state the purpose or purposes of the proposed meeting. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified on the notice of the meeting shall be transacted at any special meeting of the members of the FLTC.

**Section 4. Governance:**

Robert's Rules of Order shall govern all meetings when and where necessary.

## **Article XIV – FINANCES**

### **Section 1. Fiscal Year:**

The fiscal year of the FLTC shall be from January 1 to December 31.

### **Section 2. Depositories:**

The funds of the FLTC shall be deposited with such depositories, as the Board may from time to time designate and shall be subject to withdrawal by such persons as may from time to time be designated by the Board.

### **Section 3. Investments:**

To the extent permitted by law and these by-laws, the FLTC may invest or reinvest its funds in such investments, including real and personal property of every kind and description, as the Board shall, from time to time, authorize.

## **Article XV - RESIGNATION AND REMOVAL POLICY**

### **Section 1. Board of Managers:**

1. Resignation: Any manager or officer may resign from office and retain all rights and privileges of membership in the FLTC. Resignations must be submitted in writing to the Board and shall take effect upon acceptance by a vote of the board.
2. Removal from Board or Office: Any manager or officer may have his/her authority to act as a manager or officer suspended for cause by a two-thirds (2/3) affirmative vote of the entire Board at any duly called regular or special meeting of the Board with notice of such proposed action. Prior to voting at such meeting, written documentation of cause must be submitted to the Board and the individual involved must be notified and given the opportunity of a hearing before the Board. Any Officer or Manager may be removed from office with or without cause, by a majority vote of the members of the FLTC present at a meeting where a quorum exists.

### **Section 2. Members of the FLTC:**

1. Resignations: A member may voluntarily resign from the FLTC by giving written notice to the FLTC, Unless otherwise specified, the resignation shall take effect upon receipt of written notice.
2. Termination of Membership: Membership shall terminate for non-payment of dues or debt if such payment is not made within thirty (30) days after personal notice has been mailed to the member advising that such payment is past due and that membership must be terminated if payment is not made. The Board may establish reasonable rules governing termination of membership for cause with the procedures contained in section 1.2 of this Article being in effect.

### **Section 3. Refund of Dues:**

No part of a member's dues shall be refundable by reason of resignation or termination of the membership.

### **Section 4. Transfer of Membership**

No membership is transferable.

## **Article XVI - ADOPTION, AMENDMENTS, REPEAL**

### **Section 1. Adoption, Amendment, Repeal:**

The power to adopt, amend, or repeal the by-laws shall be vested exclusively with the members.

### **Section 2. Amendments:**

These by-laws may be amended upon the recommendation of the Board, by two-thirds (2/3) vote of the votes represented by the members present, at any Annual Business Meeting or duly announced Special Meeting of the FLTC, attended by a quorum of members, provided that notice of such amendment shall have been presented to all members of the FLTC at least thirty (30) days prior to the date of such Annual or Special Meeting.

## **Article XVII - DISSOLUTION**

The Finger Lakes Trail Conference, Inc. may be dissolved by an affirmative vote of two thirds (2/3) of the membership. In the event of dissolution of this organization, the dissolution shall be as defined in the Certificate of Incorporation.

## **Article XVIII – LIMITATIONS**

### **Section 1.**

No Board member shall take any official action that is incompatible with the Purpose and/or Mission of the FLTC as stated in Articles II and III.

### **Section 2.**

No officer, manager, or member shall receive any compensation for services rendered to the FLTC as officers, managers or members, but the Board shall have the right to authorize the payment of reasonable compensation to any person, whether or not such person be an officer, manager, member or otherwise, for services rendered to it and reimbursement for expenses incurred in the performance of such services.

### **Section 3.**

The FLTC shall take no part in, or lend its support to the election or appointment of any political candidate for public office.

### **Section 4.**

Notwithstanding any other provision of this document, the FLTC shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding section of any future federal tax code.

**Section 5.**

In all activities of the FLTC there shall be no discrimination based on age, gender, sexual orientation, race, creed, religion, nationality, place of origin, political affiliation or physical abilities.

**Article XIX - INDEMNIFICATION**

The FLTC may, to the fullest extent now or hereafter permitted by and in accordance with standards and procedures provided for by the Not-For-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that the person, or the person's testator or intestate was a manager, director, officer, or agent of the FLTC, against judgment, fines, amount paid in settlements, and reasonable expenses, including attorney's fees. The Board may purchase insurance for such purpose if it is deemed desirable to do so.