

Thunder Bay Trails Association

Bylaws and Charter



TBTA Mission Statement:

The mission of the Thunder Bay Trails Association is to promote and protect non-motorized trail systems in Alpena County and adjoining areas and reflect their recreational significance for the enjoyment, education and adventure to area citizens.

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TBTA Charter and Bylaws.doc
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Thunder Bay Trails Association Bylaws

Article I – Name and Purpose

Section 1.0

The name of this organization shall be the Thunder Bay Trails Association (TBTA).

Section 1.1

Thunder Bay Trails Association is a membership organization formed as a not for profit corporation.

Section 1.2

The Thunder Bay Trails Association is established for all activities permitted under the provision of section 501(c)3 of the Internal Revenue Code, particularly charitable and educational efforts surrounding the maintenance and development of trails, adjoining areas and greenways emphasizing non-motorized trail use in Alpena County and surrounding areas.

Section 1.3

See Section VI.

Article II - Members

Section 2.0

The TBTA membership shall consist of individuals which support the purposes of TBTA and meet any requirements established by the Board of Directors.

Section 2.1

The Board shall establish classes of membership and dues for each class.

Section 2.2

Privileges of membership shall include the right to vote on the election of Directors and on other matters submitted to the membership by the Board of Directors. For voting purposes, each individual member shall have one vote and must be a full member in good standing.

Section 2.3

See Section VII.

Article III - Meetings of the Membership

Section 3.0

A regular membership meeting shall be held each year, normally in October, for the purpose of certifying the election of directors, presenting an annual report to the members and conducting any other business which may be necessary.

Section 3.1

A special membership meeting may be called at any time by the Board of Directors or by the President with the approval of the Executive Committee or on written request signed by 5 members.

Section 3.2

Notice of the meeting place, time and date shall be mailed to the membership or published in the local newspaper prior to the meeting date. Notice in the principal publication of TBTA is a proper and qualifying means of notification. In case of a special meeting, the purpose for which the meeting was called shall be stated in the notice.

Section 3.3

A quorum shall consist of 10 members or 10% of the voting membership in good standing, whichever is the lesser. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting.

Section 3.4

Each member of TBTA, in any voting class, shall have one vote, which may be cast in person or by mail. Voting members in good standing are those who are current in dues payments.

Section 3.5

Any member, director or officer may be removed from membership or from office by a two-thirds majority vote of the Board of Directors for conduct detrimental to the interests of the Association. Any member may resign by filing a written resignation with the Secretary.

Article IV - Directors

Section 4.0

The affairs of the Association shall be controlled by its Board of Directors. Directors shall be responsible for establishing policy and providing direction for the Association.

Section 4.1

The number of directors shall be not less than seven nor more than nine, as established by the Board of Directors. Directors shall be elected by voting members in good standing. Ballots will be validated no later than the second Tuesday in October. Each director shall hold office for a three year term. Approximately one-third of the directors shall be elected each year. No director may be re-elected to the Board of Directors after serving two consecutive full terms, unless that director has been off the Board for at least one year. Each director shall hold office until his successor shall have been elected and

qualified. Directors must be individual members of the Association at the time of their nomination and during their term of office. The immediate past President, if not a currently qualified Director, shall serve as a member of the Board of Directors in an ex-officio capacity.

Section 4.2

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present, the majority of the directors present or available may adjourn the meeting.

Section 4.3

Election of directors may be in person or by mail. A majority of plurality of votes cast shall determine election. The Nominating Committee shall nominate candidates for director position. The Committee shall prepare a ballot which provides brief biographical information about the candidate's qualifications. Each candidate shall be given the opportunity to prepare a 50 word statement for the ballot. The Nominating Committee shall mail the ballot to the voting members, not less than 20 days prior to the date election specified in Section 4.1 above. The Nominating Committee shall count the ballots and report the results to the annual membership meeting.

Section 4.4

Any director may resign at any time by giving written notice of such resignation to the President, Executive Director or Secretary.

Section 4.5

Any vacancy in the Board of Directors shall be filled by the president, upon recommendation of the Nominating Committee, with the approval of the full Board.

Section 4.6

Special meeting of the Board of Directors may be called by the Executive Committee or by one-third of the Directors. Appropriate notice of any special meeting shall be given at least three days in advance of the meeting to each member of the Board of Directors to that member's address, phone, FAX, or electronic means, as shown by the records of the Association.

Section 4.7

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the Directors.

Article V - Officers

Section 5.0

The officers of the Association shall be a President, a Treasurer, a Vice President, a

Secretary of Communications, and such other officers as the Board of Directors may deem necessary.

Section 5.1

The officers shall be elected annually by the Board of Directors at its regular meeting. The Nominating Committee shall present nominations for officer positions as a slate of candidates when nominations are opened by the presiding officer. Board members may nominate additional candidates from the floor. Vote shall be by secret ballot. All officers shall be elected from among the members of the Board of Directors.

Section 5.2

Any vacancy occurring in any office may be filled by the Board of Directors and the officer elected to fill such vacancy shall serve for the remaining term of his predecessor.

Section 5.3

The president shall preside at all meetings of the membership and of the Board of Directors. The President shall direct supervision of the Executive Director, should there be one, and shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors. The President shall assume duties described in these Bylaws attributable to the Executive Director in the event the Executive Director is unable or unwilling to perform the duties of the office, or if the Executive Director position is not filled.

Section 5.4

The Vice President shall assist the President. In the absence of the President or in the event of his or her inability to act, the Vice President shall perform the duties of the President, and shall perform such other duties as may from time to time be assigned by the President or Board of Directors.

Section 5.5

The Treasurer shall assure that all funds and other valuable effects are deposited in the name of the Association in such depositories as may be designated by the Board of Directors; shall assure that obligations of the Association are met in a timely manner; shall supervise the preparation of the annual budget, and shall in general perform all the duties incident to the office of Treasurer and such other duties as the President or Board of Directors may assign. The Treasurer shall compile and distribute to the Board of Directors financial reports at least quarterly and in such details as the Board of Directors may decide, and shall arrange for audit of financial records as necessary and feasible. An annual financial statement shall be provided to the membership. The Treasurer shall chair the Finance Committee and shall obtain advice, guidance and assistance from the committee in carrying out the duties of this office.

Section 5.6

The Secretary of Communications shall chair all meetings of the communications and public relations committee and shall monitor all communications activities of the Association including the newsletter, press releases and the annual report and shall

recommend any communications policies as may be required. At least annually, the Secretary of Communications shall propose to the board a comprehensive communications plan. The Secretary of Communications shall also serve as secretary to the Association and shall cause notice for and minutes of all regular and annual meetings to be made, as well as a fair and correct record of all official business of the Association.

Section 5.7

An Executive Director may be employed by the Board of Directors, and shall be responsible for the professional administration and day-to-day operations of the Association. The Executive Director shall come under the direct supervision of the President, but on matters of employment contract, such as hiring or terminating the Executive Director, only the Board of Directors shall have authority. The Executive Director shall act as the chief operating officer of the Association and shall have direct line authority over its employees. The Executive Director is responsible for the administration of the Association and for carrying out the policies established by the Board of Directors. The Executive Director, or the Executive Director's representative, serves as an ex officio member and staff officer for all board committees. The Board shall establish a set of minimum qualifications and performance standards for the position. In the event there is no Executive Director, or the Executive Director is unable or unwilling to perform the position's duties, the President shall assume all Executive Director duties.

Article VI - Committees

Section 6.0

Standing committees of the Board. - The standing committees of the Board shall be: the nominations committee, the long range planning committee, and communications and public relations committee.

Section 6.1

The Nominating Committee shall consist of three or more members of the Board not up for reelection appointed by the Executive Committee, and announced to the membership at least six months before the regular membership meeting. The Nominating Committee shall conduct and supervise elections. The Nominating Committee shall make nominations for director candidate and for officer positions. The Committee shall also prepare and distribute directors' election ballots and count the returned ballots.

Section 6.2

The finance committee shall consist of the Treasurer and at least two other members appointed by the Board of Directors from its membership. The committee shall advise and assist the Treasurer in carrying out the duties of that office. On a regular basis, the finance committee monitors the financial activities and position of the Association. With the assistance of staff, it prepares and submits to the Board an operating budget for each fiscal period. This committee shall formulate for Board approval all policies regarding fiscal control and reporting. The members of this committee shall be appointed by the president upon recommendation by the Nomination Committee.

Section 6.3

The long range planning committee shall monitor all activities regarding the implementation of long range plans including annual goals and shall recommend to the Board a set of critical success indicators for its approval. At each regular meeting of the Board of Directors, the long range planning committee shall present a report showing actual progress on achievement of the critical success indicators. At least annually, the long range planning committee shall propose to the Board an update of the Associations' long range plan. The members of this committee shall be appointed by the President upon recommendation by the Vice President.

Section 6.4

The communications and public relations committee shall monitor all communications activities of the Association including the newsletter, press releases and the annual report and shall recommend any communications policies as may be required. It shall be chaired by the Secretary of Communications. At least annually, the communications and public relations committee shall propose to the Board a comprehensive communications plan. The members of this committee shall be appointed by the President upon recommendation by the Vice President.

Section 6.5

Other standing or ad hoc committees may be established by the Board as it deems necessary. These committees may consist of members who are not members of the Board of Directors.

Article VII - Administration and Finances**Section 7.0**

The fiscal year of the Association shall be October 1 through September 30.

Section 7.1

TBTA shall keep correct and complete books and records of accounts in a businesslike manner. It shall keep minutes of the proceedings of all meetings, boards, councils and committees. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Section 7.2

An annual budget of estimated income and expense shall be adopted by the Board of Directors before the beginning of each fiscal year. It shall be the responsibility of the Treasurer, in consultation with the Finance Committee, to provide the Board of Directors with budget recommendations. The Board of Directors may revise the budget as necessary during the fiscal year. The Executive Committee shall review the actual expenses as compared with budgeted expense on a quarterly basis. All transactions outside the scope of the budget must have prior approval of the Board of Directors.

Section 7.3

The rules of procedure at meetings of the Board of Directors, any committees, or any meetings of the members shall be the rules contained in Roberts' Rules of Order Revised, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation, or with any resolution of the Board of Directors.

Section 7.4

These bylaws may be amended or repealed by a two-thirds (rounded to the nearest lower whole number if necessary) vote of the Board of Directors. When changes to the bylaws are made by the Board of Directors, notification of proposed bylaws amendments shall be made to the membership not less than 45 days prior to the date of the intended action by the Board of Directors. Such notification can be satisfied by publishing notice in the Association's membership newsletter. Members may request Board consideration of a bylaw amendment by submitting a petition signed by not less than 10 voting members of good standing. Once received, the members' bylaw amendment shall be published in the same manner as a Board initiated amendment.

Section 7.5

The expenses of the Association shall be met by dues and voluntary contributions from all classes of members and by other sources, approved by the Board of Directors, and which support the purposes of the TBTA.

Section 7.6

The term "meetings" as used in these bylaws shall include two-way communication by FAX, voicemail, conference telephone calls or other electronic means as well traditional assembly.

Article VIII – Resolution and Indemnification, etc.

Section 8.0

The TBTA may indemnify all present and former directors and officers, employees and agents against any liability, including expense and advance of expenses, arising out of the performance of their duties. This indemnification shall apply to any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding. TBTA may maintain insurance to protect itself, any director, officer, or employee against any such liability, cost or expense incurred in connection with any such suit, action or proceeding. TBTA shall have the right to approve any settlements or legal expenses incurred in connection with any such suit, action or proceeding. The indemnification shall be to the fullest extent now or hereafter permitted by law except that in relation to those matters which he or she shall be adjudicated to be liable for gross negligence or misconduct.

Section 8.1

See Section VIII

Section 8.2

See Section IX