

**BYLAWS  
RAILS TO TRAILS OF THE  
WITHLACOOCHEE, INC.**

**ARTICLE I.           NAME**

The name of this non profit organization shall be “Rails to Trails of the Withlacoochee, Inc.”  
(Referred to as “*Friends of the Withlacoochee State Trail*”)

**ARTICLE II.          OBJECT**

The object of this organization shall be:

- A.    To promote enhancements of the WST.
- B.    To promote the Withlacoochee State Trail for public use in bicycling, hiking, horseback riding and other recreational health and educational pursuits befitting the compatible use of the resource.
- C.    To provide volunteer support for maintenance and development of the Withlacoochee State Trail.

**ARTICLE III.         MEMBERS**

Section 1.    Classification

There shall be four (4) classes of memberships:

- A.    Individual membership
- B.    Family membership – parents and minor children in the same family.
- C.    Corporation membership
- D.    Group membership

Section 2.    Admission

- A.    Membership shall be open to persons who are interested in the objectives of this organization.
- B.    Application for membership accompanied by annual dues.

Section 3.    Termination of Membership

- A.    An incorporator or member shall not have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if membership ceases, or while the member is not in good standing; provided, that before said membership shall cease against member’s consent said member shall be given an opportunity to be heard.

**ARTICLE IV.         DUES AND FINANCES**

Section 1.    Dues

- A.    Annual dues are payable January 1.

- B. The dues of a new member joining between October 1 and January 1 shall be applied to the year beginning with January 1.

Section 2. Fiscal Year

- A. The fiscal year shall be January 1 – December 31.

Section 3. Quasi-Endowment

A. Definitions

1. Quasi-Endowment: a fund that functions like an endowment.
2. CSO: Citizens Support Organization; refers herein to Rails to Trails of the Withlacoochee, Inc.
3. Board: the elected Officers and Directors of the CSO and appointed Directors.
4. Capital: monies that contribute to the principal of the quasi-endowment.
5. Invasion: spending any portion of the quasi-endowment principal.

B. Features

1. Organization. A single quasi-endowment shall be created and shall be managed by the Board consistent with these Bylaws. The treasurer shall segregate the quasi-endowment from the CSO operating budget and shall maintain a record of all Capital contributions.
2. Capital Funding. The quasi-endowment may be funded:
  - a. By transfer of funds from the CSO operating budget;
  - b. By donation from CSO members and/or other private donors; and/or
  - c. By gifts made to the CSO via Last Will and Testament.
3. Investment Strategy. Funds in the quasi-endowment shall be invested by the Board for preservation of principal with conservative growth.
4. Spending Restrictions.
  - a. Amount. Except as otherwise provided, the principal shall be preserved and the Board shall only authorize the expenditure of earnings on the quasi-endowment investments.
  - b. Use. Earnings on the quasi-endowment funds may be used for any purpose consistent with these Bylaws.
5. Conditions for Invasion. The Board shall authorize spending of quasi-endowment principal only in the following exceptional cases:
  - a. If necessary to stave off dissolution of the CSO (e.g., to satisfy debts or pay non-discretionary operating expenses); or
  - b. If necessary to accomplish dissolution of the CSO.

**ARTICLE V. OFFICERS**

Section 1. Officers

The elected officers of the organization shall be president, vice president, administrative officer, treasurer, and four (4) directors and up to three additional directors appointed by the Board.

Section 2. Nominations and Elections

- A. At the February meeting, the board will establish a nominating committee of three (3) members. The nominating committee will make efforts to provide qualified candidates for each position. The nominating committee will be in effect for a full year to fill vacancies.
- B. At the April meeting, the nominating committee shall present a slate of candidates for election and nominations from the floor shall be in order.
- C. Election shall be by ballot and a majority of members present and voting shall elect. If there is only one nominee, election shall be by voice vote.

Section 3. Terms

- A. The president, vice president, administrative officer, and treasurer shall serve for a term of two (2) years or may be re-elected until their successors are elected.
- B. Four (4) directors shall be elected. Two (2) shall serve a two year term, elected on even numbered years. Two (2) shall serve a two year term, elected on odd numbered years. In addition to four (4) elected directors, three (3) more directors may be appointed by the Board with full voting privileges. Appointed directors may include but not limited to business owners and government agencies. Appointed directors will serve a two year term and may be re-appointed.
- C. Officers shall assume their duties at the close of the annual meeting in May. If elected at a time other than at the April meeting, the officers assume their duties at the next board meeting.
- D. A member of the Board of Directors who has three (3) consecutive absences from the Board of Directors Meeting, not excused by the Board, shall be deemed to have vacated said office.

Section 4. Duties

- A. The president shall:
  - 1. preside at all meetings;
  - 2. appoint a parliamentarian and an auditor;
  - 3. appoint all standing committee chairpersons, except the nomination committee;
  - 4. sign checks with the treasurer, with the proviso that, in their absence, the vice president shall have the authority to sign the checks;
  - 5. be ex-officio of all committees except the nominating committee; and
  - 6. An annual report will be prepared by the president and submitted to the Board of Directors for approval. The Annual Report will then be presented to the members at the Annual Meeting.
- B. The vice president shall:
  - 1. assume the duties of the president in the absence of that officer;
  - 2. sign checks in the president's absence or inability to sign;
  - 3. perform such duties as assigned.
- C. The administrative officer shall:
  - 1. record the minutes of all meetings;
  - 2. conduct the correspondence as requested by the president;
  - 3. keep a separate record of these Bylaws and Standing Rules, and record amendments; and
  - 4. If the President and vice President are not present the administrative officer will call meeting to order and call for election of chair pro tem.
- D. The treasurer shall:
  - 1. collect all dues;
  - 2. be custodian of all funds;

3. pay all bills as authorized;
4. keep an accurate roll of membership; and
5. Submit monthly reports and an annual report at the annual meeting in April.

- E. The directors shall:
1. perform such duties as assigned.

Section 5. Vacancy

A vacancy in the office of president shall be filled by the vice president. The vacancy thus created in the office of the vice president, and any other vacancy, shall be filled by ballot vote at the next regular meeting. If there is only one nominee, election shall be by voice vote.

**ARTICLE VI. MEETINGS**

Section 1. Regular

Regular membership meetings shall be held in September, November, February, April and May.

Section 2. Annual

The regular meeting in April shall be the Annual meeting.

Section 3. Special

Special meetings may be called by the president, or shall be called at the request of three members. At least five (5) days' notice of a special meeting shall be given.

Section 4. Quorum

The quorum for regular and annual meetings shall be five members, one of whom shall be an elected officer. The quorum for a special meeting shall be 9 members and two (2) elected officers

**ARTICLE VII. BOARD OF DIRECTORS**

Section 1. Board

The Board of Directors shall consist of all elected and appointed officers. A parliamentarian shall serve as an advisor to the Board. Any former officer may advise the Board.

Section 2. Meetings

Meetings of the Board of Directors shall:

- A. be on call of the president or,
- B. be at the request of four (4) elected officers with three (3) days' notice.
- C. Committee members may attend as non-voting participants.

Section 3. Quorum

Three (3) Board members constitute a quorum.

