

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

## **BYLAWS**

### **ARTICLE I. NAME**

The name of this non-profit organization shall be "Rails to Trails of the Withlacoochee, Inc."

### **ARTICLE II. OBJECTIVES**

The objectives 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. Corporate 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 shall be accompanied by annual dues.

Section 3. Termination of Membership

~~An incorporator or~~ **No** 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 shall be as shown on the “JOIN” page of the RTTWST website per year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

B.A. Annual dues are payable January 1.

C.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

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 nondiscretionary operating expenses); or b. If necessary to accomplish dissolution of the CSO.

## ARTICLE V. ~~OFFICERS~~ BOARD OF DIRECTORS

### General Powers:

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### Section 1. Officers

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than eleven (11) including the following officers: ~~The elected officers of the organization shall be~~ President, Vice President, Administrative officer, and Treasurer. ~~Seven (7) Five to eleven (11) ten directors will make up of the Board of Directors.~~

### 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
  1. By ballot
  2. A majority of members present (and voting) shall elect the new officers.
  3. If there is only one nominee, that nominee shall be deemed elected by acclamation.
- D. All members standing for election as a director or officer must be a currently paid up member.

### 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. ~~Five (5) to ten (10)~~ Up to eleven (11) directors shall be elected. They shall serve a two-year term, half elected on even numbered years and half elected on odd numbered years. Directors may include but not be limited to business owners and government agencies. ~~The previous version of this Section read Seven (7) directors shall be elected. Three (3) shall serve a two-year term, elected on even numbered years. Four (4) shall serve a two-year term, elected on odd numbered years. Directors may include but not be limited to business owners and government agencies.~~
- C. Officers shall assume their duties at the close of the annual meeting in April. 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. A replacement will be appointed for said position by the Board of Directors.

## 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. In concert with the President shall make the arrangements/agendas for all meetings of the Board, including the annual meeting of the organization.
- ~~4.3.~~ Keep a separate record of these Bylaws and Standing Rules, and record amendments;
- 5.4. Post the meeting minutes of Directors and Members on the website once accepted and approved by the Board of Directors; and
- 6.5. If the President and Vice President are not present the administrative officer will call meeting to order and call for election of chair pro tempore.

### 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 Board of Directors shall perform such duties as assigned by the President.

## Section 5. Vacancy

- A. 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 acclamation.~~
- B. A vacancy ~~in~~ is any **other** office may be filled by appointment by the Board **at the next regular meeting.**
- C. **The appointee to such vacancy shall serve for the remaining term of the office.**

## ARTICLE VI. MEETINGS

### Section 1. Regular

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

### 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 six **(6) Board of Directors** with three (3) days' notice.
- C. committee members may attend as non-voting participants.

### Section 3. Quorum

**Half the duly elected or appointed board of directors plus one shall make a quorum.** ~~Three (3) Board members constitute a quorum.~~

### Section 4. Disciplinary Measures

The Board of Directors:

- A. Shall declare a vacancy in any office for failure to perform duties.
- B. Have full discretionary powers to admit or expel members.

#### **Article VIII. COMMITTEES**

Standing committee:

- A. The Standing Committees shall be at the discretion of the Board of Directors and shall serve at the pleasure of the Board of Directors.
- ~~B. A written report by the committee chairperson shall be submitted to the administrative officer at the annual meeting.~~
- B. Each Standing Committee shall provide a written report to the Administrative Officer at the annual meeting.
- C. The Executive Committee is comprised of the President, Vice President Treasurer and Administrative Officer.

#### **ARTICLE IX. CONFLICT OF INTEREST**

The Conflict of Interest statement (Addendum A.) shall be signed by all members of Board of Directors annually.

#### **ARTICLE X . VOTING BY EMAIL**

A motion can be called for by a Director via email. A vote will be counted as approved or denied if a majority of board members respond. A record of the vote will be recorded in minutes of subsequent board meeting.

#### **ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS, and FUNDS**

General: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some manner, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation as designated by the Board of Directors. All instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and, in any event, they may be signed by any two (2) of the following officers, namely the President, the Vice President, the Secretary, or the Treasurer The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all paper and documents or to do other acts or things on behalf of the Corporation, including any required or appropriate in dealing with governmental authorities. Money handling and any other important activities are not limited to Board members and shall be in accordance with the Bylaws, policies and procedures as applicable.

Authorized Expenditures: Current expenditures for the proper administration of the Corporation and all approved projects shall be paid by the Treasurer, as stipulated in the approved annual budget or by vote of the Board of Directors. ~~Each member of the Executive Committee is authorized to spend up to two Hundred dollars (\$200.00) per month without prior Board approval provided the expenditure is included~~

~~in the current approved budget. Any expenditure over two hundred dollars (\$200.00) or not in the budget, requires prior approval by the Board.~~

Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories the Board selects.

Internal Financial Audit: An internal financial audit will be conducted at least annually as designated by the Board of Directors.

#### **ARTICLE XII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases in which they are not inconsistent with these Bylaws.

#### **ARTICLE XIII. AMENDMENT TO BYLAWS**

These Bylaws may be amended at any regular meeting of the organization by two-thirds (2/3) vote, provided that the amendment has been submitted at the previous regular meeting or has been published in a newsletter.

#### **ARTICLE XIV DISSOLUTION**

In the event this organization should be dissolved for any reason, any remaining assets shall be distributed for purposes within the scope of Section 501(c) (3) of the Internal Revenue Code or any amendment thereof.

**REVISION HISTORY. THIS VERSION OF THE BYLAWS INCLUDES AMENDMENTS ADOPTED ON: JUNE 16, 1994; SEPTEMBER 17, 2009; APRIL 15, 2010; November 20, 2014; and April XX, 2019**

**ADDENDUM A. CONFLICT OF INTEREST STATEMENT**

The standard of behavior for Rails to Trails of the Withlacoochee, Inc. (RTW) is that all volunteers and board members scrupulously avoid conflicts of interest between the interests of RTW on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. I understand that the purposes of this policy are to protect the integrity of the RTW decision making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers and board members. Upon or before election, hiring, or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate. In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family, and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question. I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed:

\_\_\_\_\_ Date: \_\_\_\_\_