

**AMENDED BY-LAWS OF BIG LAKE TRAILS
DATED DECEMBER 1, 2011**

ARTICLE I – Name, Purpose and Definitions

Section 1 – Name. The name of this corporation is: Big Lake Trails, Inc.

Section 2 – Purpose. The purposes for which Big Lake Trails is organized are as follows:

- A. To promote single and multi-use trails in and around the community of Big Lake, Alaska for their historical, recreational, social and economic benefits.
- B. To raise funds for the survey, acquisition, development, maintenance of trails and related trail facilities.
- C. To preserve, protect and improve public trail access.
- D. To promote sustainable trail systems for all users.
- E. To provide information to the public on trail safety and trail etiquette.
- F. To foster cooperation among diverse groups in the community in support of trails by providing a forum for the community to address trail development and conflicts as they present themselves.

Section 3 – Definitions. Hereinafter, the following terms apply:

- A. “Association” is synonymous with “Big Lake Trails”.
- B. “Board” is synonymous with “Board of Directors”.
- C. “Officers” is synonymous with “President, Vice-President, Secretary and Treasurer”.

ARTICLE II – Membership

Section 1 – Membership. Membership shall be open to all applicants without discrimination on the basis of gender, color, race, religion, national origin, age, disability or marital status.

Section 2 – Categories of membership. Categories of membership are as follows:

(A) Individual. (B) Family. (C) Trail Organization. (D) Agency.
(E) Corporation/Business. (F) Lifetime. (G) Patron.

Section 3 – Definitions of membership categories.

- A. Individual - Any single individual supporting the mission of Big Lake Trails.
- B. Family - Two or more people living in one household supporting the mission of Big Lake Trails.
- C. Trail Organization - Any club or group of individuals organized to promote, develop, or maintain trails, or any other organization supporting the mission of Big Lake Trails. The organization shall notify the secretary in writing of the name of the individual authorized to be its representative.

- D. Agency - A local, state, tribe, or federal government entity. An agency member shall notify the secretary in writing of the name of an individual authorized to be its representative.
- E. Corporation/Business - Any commercial business or corporation supporting the mission of Big Lake Trails. A corporation or business member shall notify the secretary in writing of the name of an individual authorized to be its representative.
- F. Lifetime - Any individual who wishes to pay a onetime membership fee for their lifetime.
- G. Patron – Anyone, or any Family, or a Business donating more than \$2,000 to Big Lake Trails. This is a lifetime designation of distinction.

Section 4 – Eligibility. Any person in one of the eligible categories in agreement with the purposes of the Association shall be eligible for membership.

Section 5 – Dues. The Board shall set dues for all categories of memberships. Dues shall be payable in advance for each calendar year. The Board may by resolution change the amount of the dues for a subsequent year. Any new member admitted after the first day of July of any year need pay only half the amount of the annual dues to cover the remainder of the year.

ARTICLE III - General Membership Meetings

Section 1 – Annual meetings. The annual meeting of the Association shall be held each fiscal year at a time and place to be determined by the Board. The Secretary shall send notice to each member at least thirty (30) days in advance of the date of annual meeting.

Section 2 – Special meeting. Special meetings of the Association may be called at any time by the President. Special meetings may also be called upon the written request of a majority of the Board or a majority of the members of the Association. Notice of any special meeting, stating the time, place and purpose for which the meeting is called, shall be sent to each member of the Association at least fourteen (14) days in advance of the date set for the special meeting.

Section 3 – Quorum. At any meeting of the general membership of the Association, a simple majority of the Board shall constitute a quorum for purposes of taking any official action on behalf of the Association. If a quorum of the Board cannot be obtained at any meeting, then the meeting shall be re-scheduled and re-noticed. When a quorum is present at any meeting, a majority of those present and voting in person or shall decide any question brought before such meeting.

Section 4 – Voting. Each member of the Association shall have one (1) vote on all issues brought before the general membership.

ARTICLE IV - Board of Directors

Section 1 – Number. The Board of Directors shall consist of up to nine (9) members comprised of four (4) Officers and no more than five (5) “at large” Directors. The Officers and one (1) “at large” Director shall serve for a minimum of three (3) years. The

remaining four (4) “at large” Directors shall serve for a minimum of two (2) years. The association membership shall elect board members at the annual meetings as board seat terms expire.

Section 2 – Length of service. Board of Directors may be elected to unlimited consecutive terms.

Section 3 – Election. Election of the Board of Directors shall be held at the Annual Meeting upon the end of terms as stated in **Article IV, Section 1**. Election of the Board of Directors and Officers shall be by post marked letter or may be submitted in person via secret written ballot.

The annual Nominating Committee, consisting of no less than three (3) members, appointed by the Board, shall prepare a list of candidates for those seats. The list of candidates will be communicated to members in the notice of annual meeting. Additional nominations will be accepted from the floor during the annual meeting.

The Secretary shall determine whether all nominees are voting members in good standing eligible to hold office and have accepted their nominations.

The Secretary shall email a letter ballot to all voting members who are in good standing (as of 30 days prior to the Annual Meeting with current year membership dues paid) in which elections are to be held. The ballots shall list the candidates for each seat in alphabetical order, proposed amendments to existing by-laws, and show the closing date for receiving the ballots.

The outcome of all elections shall be determined by a simple majority of those voting. The results of the election shall be communicated to all members within 15 days of the closing date for receiving the ballots.

Section 4 – Composition. While Board members are not elected to represent a specific interest or area, the aggregate membership of the Board shall have the broadest possible knowledge and experience in order to represent different trail interests and land management issues.

Section 5 – Duties and powers. The Board shall have the duty and authority to establish long term policies of the Association, make studies and recommendations to the Association, and reconcile the wide variety of interests of the user and interest groups into a constructive, cooperative, and coordinated effort. The Board shall also have the duty and authority to manage the business of the Association itself, except where delegation of the authority is in conflict with the law, the articles of incorporation, or the bylaws of the Association.

Section 6 – Meetings. Meetings shall be held at such times and places as the Board may determine. Meetings of the Board shall be called by the President or by a majority of the Board. Where the President or Board considers it feasible, participation of board members in the meeting by conference call shall be authorized if the opportunity for such participation is set forth in the notice of meeting. Persons participating in a meeting by conference call shall be counted toward a quorum. The inability to place a contemplated conference call at one or more locations at the time of the meeting shall not affect the right of the board members physically present or the members successfully reached by conference call to proceed with the meeting. Persons who cannot be connected by conference call shall not be counted toward a quorum.

Section 7 – Quorum. A simple majority of the sitting Board shall constitute a quorum for the transaction of business. When a quorum is present, a majority in attendance at any

board meeting may decide any matter permitted by law, the articles of incorporation, and the bylaws.

If less than a quorum is present at any board meeting, any action taken by those in attendance shall, nevertheless, be valid if such action is ratified or approved in writing either before or after the meeting within 20 calendar days by a simple majority of the entire Board.

Section 8 – Vacancies. All vacancies in the Board may be filled by appointment by the Board until the next election. Appointed board members shall complete the term of the person they replace.

Section 9 – Removal from board. Any member of the Board who has not attended four (4) consecutive board meetings shall be disqualified from board membership. For purposes of this section a board member who has attempted to participate in a meeting by conference call but was not able to participate because of the inability of the conferees to make the connection shall be considered as an excused absence.

Section 10 – Compensation. No compensation will be paid to any member of the Board for services as a member of the Board. By resolution of the Board and prior to the expenditure of any funds, reasonable out of pockets expenses may be allowed for attendance or travel at regular and special meetings or other activities that are authorized by the Board and undertaken by Board members, employees, advisors, or official volunteers of the Association.

Section 11 – Conflict of Interest. Board members are required to disclose any financial interests they may have in any issues brought before the board. The board will decide if the board member disclosing the financial interest has a conflict of interest and should abstain from voting or participating in discussing the conflicting matter with other board members.

ARTICLE V - Association Executives

Section 1 – Officers. The Officers of the Association shall be a President, Vice-President, Vice President, Secretary, and Treasurer. Officers shall hold the office for three years, or until their successors are elected and qualified.

Section 2 – President. The President shall be the chief executive officer of the Association and, when present, shall preside at all meetings of the Association, Board and Executive Committee. The President or designee shall co-sign all financial documents over five hundred dollars (\$500) and sign other legal commitments. The President shall perform all of the duties commonly incidental to the office and such other duties as may be assigned by the Association, Board, or Executive Committee.

Section 3 – Vice-President. The Vice-President shall perform the duties and have the powers of the President during the absence or inability of the President. The Vice-President shall also chair the Nominating Committee and perform such other duties as may be assigned by the Association, Board, or Executive Committee.

Section 4 – Secretary. The Secretary shall keep minutes of all meetings of the Association, the Board, and the Executive Committee. The Secretary shall perform all duties commonly incident to the office including the recording of activities and the filing of all correspondence pertaining to Association functions, projects, and incorporation.

Section 5 – Treasurer. The Treasurer shall have custody of and be responsible for all money and securities of the Association and shall keep a full and accurate record of books and accounts of the Association. The Treasurer shall disburse the funds of the Association in payment of just demands against the Association or in accordance with the general or special direction of the Board or the Executive Committee. Disbursements exceeding five hundred dollars (\$500) shall be co-signed by the President or designee. The Treasurer shall submit a full report of the financial condition of the Association at the annual meeting of the Association, shall perform all duties incident to the office, and such other duties as may be assigned by the Board or Executive Committee.

ARTICLE VI – Committees

Section 1 – Establishment. The President, with the approval of the Board, may establish one or more committees, each consisting of one or more board members and additional Association members or non-members as necessary. Such appointments shall serve without compensation. The resolution establishing such committees shall be adopted by a majority of the Board. The Board must approve all actions taken by committees in writing.

Section 2 – Meetings. Meetings shall be called by the committee chair or by a majority of the committee members. Committees shall not: (1) appoint or form any other committees; (2) expend any corporate funds for any purpose without express written authorization by the Board; (3) amend, repeal, modify, or adopt any by-laws; or (4) amend or repeal any resolution by the Board or Executive Committee. Minutes shall be kept of any committee meeting and shall be filed with the Secretary. The Board may adopt rules consistent with the provisions of the Association by-laws for the governance of any committee.

Section 3 – Executive Committee. The Executive Committee shall consist of the Officers of the Association and such other persons as the Board shall designate. The President, shall serve as chair of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall carry out the policies and directives of the Board and shall be responsible for the day-to-day management and operation of the Association. The Executive Committee may use the conference call in its meeting in the same manner as the use of the conference call by the Board.

Section 4 – Nominating Committee. The Nominating Committee shall consist of the Vice President and such other persons as the Board shall designate. The Vice-President shall chair the annual Nominating Committee and shall prepare a list of candidates for those seats. A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of business.

ARTICLE VII – Administrative and Financial Provisions

Section 1 – Fiscal year. The fiscal year of the corporation shall begin the first day of each calendar year and end on the 31st day of December of that year.

Section 2 – Contracts. The Board may authorize any Officer or Officers or Agent or Agents of the Association, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or be confined to specific instances. In all cases, such authorizations by the Board will be in writing.

Section 3 – Checks. The Board will designate the President and the Treasurer, to have check signing and purchase authority for the Association. Two authorized signatures are required on each check or purchase over \$500. Each check or purchase less than \$500 will only require the authorized signature of the President or Treasurer.

Section 4 – Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, credit unions, or other such depositories as the Board may select.

Section 5 – Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or device for any lawful Association purpose. All gifts shall be acknowledged in writing by the Association President within two weeks of the date received.

Section 6 – Loans Prohibited. The Association is prohibited from making any loans to any individual, company, or group.

Section 7 – Books and Records. The Association shall keep current and complete books and records of accounts according to generally accepted accounting principles. It shall keep minutes of the proceedings of its Board and all committees having any authority by the Board. Any board member or their attorney may inspect the books, records, files, and minutes of the Association for any proper purpose upon reasonable request.

Section 8 – Budget and Financial Transactions. The Treasurer shall assure that an annual budget of estimated income and expenses is prepared for the Board at the beginning of each fiscal year. The Board shall review and approve a budget for the purpose of permitting transactions to occur during the fiscal year. All transactions outside the scope of the budget must have prior approval from the Board.

Section 9 – Not-For-Profit-Status. The Association shall operate in a manner consistent with federal requirements described in Internal Revenue Code Section 501(c)(3), and in compliance in all respects with requirements of the State of Alaska Nonprofit Corporation Act AS 10.20.725

Section 10 – Membership List. The Association’s list of members is for Association purposes and may not be sold, given away, or otherwise used for any other purpose without prior approval by the Board.

ARTICLE VIII - Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its officers and directors to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX – Amendments

Any provision of these by-laws or the Articles of Incorporation may be amended or repealed, and new by-laws or Articles of Incorporation may be adopted by a two-thirds vote of those members present or voting by email at any annual meeting of the Association. Amendments must first be approved by the Board and the change(s) announced to the Association thirty (30) days in advance of the annual meeting.

These amended bylaws of the Association became effective December 1, 2011 following the 2011 Annual Meeting election results. The amended by-laws now allow the election process itself (the vote of the membership) to determine board composition without regard to arbitrary term limits.

James D. Mayfield, Board President