

TSALTESHI TRAIL ASSOCIATION
BYLAWS
Revised March 3, 2019

MISSION STATEMENT

The Tsalteshi Trails Association actively provides for establishment and perpetuation of the Tsalteshi Trails System. A user-friendly approach to the multi-trail system provides the opportunity for all individuals or groups to participate in cross-country activities, regardless of ability, income, personal goals, or aspirations. Our focus encourages a lifetime appreciation of healthy lifestyles through pursuit of outdoor recreational and leisure activities that include walking, running, hiking, mountain biking, winter cross country skiing, biathlon, and other community uses that the Tsalteshi Trails System can provide for on a year-round basis.

ARTICLE I: NAME AND OBJECTIVES

1. The name of the club shall be Tsalteshi Trail Association.
2. The objectives of the club are:
 - a. To provide for the establishment maintenance and perpetuation of cross-country trails at the Tsalteshi Trail System.
 - b. To promote the sports of cross-country running and skiing at the Tsalteshi Trail System by engaging in and promoting the general development of cross-country sports and administration of school district and community cross-country sports and cross-country sporting events using the trail system.
 - c. To support the use of the Tsalteshi Trail System for other activities such as biathlon, mountain biking, and triathlon events, as well as community running and skiing competitions, and other community uses.
 - d. To seek funds, contributions, grants, and to take gifts, bequests, and to do any other lawful act, and
 - e. To conduct its affairs in accordance with the mission statement given above.

ARTICLE II: MEMBERSHIP

Membership shall be open to all persons. Members may participate in all the programs and projects of the club. Those members eighteen (18) years and older will be allowed to vote for directors. Membership commences upon completion of a membership application and payment of annual dues. Membership is terminated upon failure to pay annual dues (Also see Article VI). Votes for membership are as follows: 1 vote for individual and up to 2 individual voters may be listed for each family, patron and corporate level memberships.

ARTICLE III: MEETINGS

1. Club meetings shall be held at such times and places as may be designated by the Chair. General membership meetings shall be held annually. All members will receive written notice of the scheduled annual meeting and the proposed agenda. A majority of the Board of Directors must be present for the transaction of business.

2. Meetings of the Board of Directors may be held at the call of the Chair. A majority of the Board shall constitute a quorum for the transaction of business.

ARTICLE IV: BOARD OF DIRECTORS AND DUTIES

1. Board of Directors

- a. Nine members shall comprise the Board of Directors, elected by the general membership. The Directors shall serve two-year terms, with terms staggered to accommodate the election of 3 to 6 each year. All board members must be members of the club for the previous 12 months. The terms of offices shall be two years with a 2 consecutive term limit. If, at the end of a director's first term, she desires to continue on to a second term, she may simply do so without requiring an election by notifying the Chair of her desire to remain on the board for a second consecutive term. A Board member must be off the Board for 2 years before seeking reelection, effective upon the 2005 annual election. Those elected at the meetings shall take office immediately at the close of the meeting, and each outgoing director shall turn over to his successor in office all properties and records relating to the directorship and his duties.
- b. Interim vacancies shall be filled by appointment by the Board of Directors. All appointments will be made to fulfill the remainder of the exiting director's 2-year term, and such appointments shall not count toward the new director's term limit.
- c. Board members are expected to work with other board members, general members, and community members in a professional and respectful manner.

2. Duties

- a. The board of Directors shall take the following positions and duties: chairperson (hereafter denoted "chair"), vice-chairperson (hereafter denoted "vice-chair"), secretary, registrar, and treasurer, as determined amongst the Board members.
 - i. The Chair shall preside at all meetings of the club and the Board, and shall have the duties and powers normally given to that office, in addition to those particularly specified by these by-laws.
 - ii. The Vice-Chair shall have the powers and exercise the duties of the Chair in case of the Chair's absence or incapacity, as well as duties assigned by the Chair or the Board.
 - iii. The secretary shall keep a record of all meetings, correspondence of the club and of the Board of Directors, and shall have all the duties and powers normally attributed to the office of the secretary.
 - iv. The registrar shall administer the membership and maintain records including, but not limited to, registration forms, team rosters, volunteer lists, and membership lists. The registrar shall aid the secretary as needed, and serve as volunteer coordinator.
 - v. The treasurer shall keep all financial records of the club and the Board of Directors, shall have all the duties and powers normally attributed to the office of treasurer, and shall keep all such records as would normally be associated with standard business practice including all mandatory tax reporting. The treasurer shall give a financial report at each meeting of the club or board.

3. Elections

- a) Nominations will be taken from the floor at the annual December general membership meeting. Elections will follow nominations.

- b) Election of directors shall occur by secret ballot. Only current members in good standing prior to the beginning of the annual meeting shall vote. The results shall be posted immediately, with the nominated candidates receiving the greatest number of votes being declared elected.
4. Nominations
- a) Only members of the club shall be nominated for a Board position. Two members from the same household/family shall not serve on the board at the same time. Nominations must be made by a current member in good standing, seconded by a member in good standing, and the nominee must be present to accept or decline the nomination. Nominations may be submitted in writing. If the nominee is not present to accept or decline, the nominator must provide written acceptance by the nominee at the time of nomination. A member in good standing may nominate his/her self, with a second, in writing or in person. All nominees must be members in good standing prior to the beginning of the annual December general membership
5. Compensation
- a) Board members are not to be compensated for their service as board members. The duties of the board are voluntary and performed as a service to the trail system. Board members may be reimbursed for eligible expenses accrued when representing the board, such as travel or accommodation fees, or purchasing items or services for the trail system.
 - b) Board members are eligible for compensation for services to the trail system when the compensation is not related to board duties and not a benefit they have voted for in their board duties. The compensation must be part of a program with set guidelines for compensation and presented to all persons who perform the requisite duties. The compensation is not to be altered in any way due to the persons board member status.

ARTICLE V: COMMITTEES

1. The Chair shall appoint such committees and their chairpersons as deemed necessary to carry on the functions of the club. The Chair shall be an ex-officio member of all committees. There will be a representative board member on each committee.
2. There shall be standing committees of the Board. All standing committee chairpersons shall be appointed by the Board and serve at the pleasure of the Board of Directors. There shall be a representative member of the Board of Directors on each standing committee. Standing committees may appoint subcommittees for specific purposes. Members of sub-committees shall be appointed by the standing committee chair. The standing committee Board of Director's representative shall give committee and sub-committee reports at all Board meetings.
 - a. The Membership Committee shall, together with the treasurer, prepare an annual budget of the club, submit this report to the board and oversee lease requirements. The Membership Committee shall consist of not less than four members. The Membership Committee shall raise funds as required for the current and future operations of the club. It shall submit a report to the general membership at the annual general membership meeting through its Board of Directors representative.
 - b. The Community Events Committee shall determine schedules and needs for staffing competitive and noncompetitive events, needs for competitors, participants and teams, and needs for non-school competitive and non-competitive events held on the trail

system. The Community Events Committee shall report to the Board through the Board of Director's representative member.

- c. The Facilities Maintenance Committee shall consist of, in addition to the Committee chair, at least three additional members. The committee shall determine facilities maintenance and equipment needs and facilitate the meeting of those needs. The Facilities Maintenance representative of the Board of Directors shall report to the board with an annual budget and inventory of equipment prior to the annual general membership meeting.

ARTICLE VI: DISCIPLINE

A member may be expelled from the club, or a director may be removed from the board, only after a complaint is brought before the Board of Directors, at a regular meeting or at a special meeting called by the Chair for that purpose. Complaints must be made in writing, and a copy given to each member of the Board of Directors and to the defendant. All members of the Board must be present at any meeting called to hear such charges, and four-fifths vote of those present at the meeting shall be required for expulsion or removal.

ARTICLE VII: TRANSACTION OF BUSINESS

1. Before this club transacts any business or acquires any property, the membership of the club must meet and adopt the by-laws. A majority of all members in good standing shall be necessary for the adoption of such by-laws.
2. Finances: Two signatures are required on all club checks exceeding \$500 with the members of the Board authorized to sign. The Treasurer must sign all checks. The Treasurer shall prepare a written financial report for review by the Board of Directors and for presentation to the members at the annual general membership meeting, board meetings, and annual audits.

ARTICLE VIII: AMENDMENTS

These by-laws may be amended by a majority vote of the Board of Directors.

ARTICLE IX: DISSOLUTION

On the dissolution of the corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit organization to be designated by the Board of Directors, whose purposes are the same as, or similar to, the exempt status under Section 501 (c) 3 of the Internal Revenue Code. If no such organization exists at the time, then such assets shall be transferred to any non-profit organization designated by the Board of Directors, which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code.