

TSALTESHI TRAIL ASSOCIATION
BYLAWS
Revised Dec. 9, 2021

OUR MISSION:

Actively provide and support a multi-use trail network that encourages healthy outdoor recreation.

OUR VISION

A world-class system of multi-use trails that promote an active, outdoor lifestyle and community connection to the land, now and for future generations.

OUR VALUES

- We believe the trails should be a friendly place, open for everyone, regardless of ability or income.
- We believe in land stewardship and sustainability. Our heritage is rooted in a strong connection to the land and its cultural history. We strive to caretake the environment in which the trails are built to protect it for future generations.
- We believe in preserving the culture of the North, encouraging healthy, human-powered recreational outdoor and leisure activities to last a lifetime.

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 Kenai Peninsula Borough School District-sponsored sports of cross-country running and skiing at the Tsalteshi Trail system by engaging in and promoting the general development and administration of cross-country sports using the trail system.
 - c. To support the use of the Tsalteshi Trail system for other activities, such as mountain biking, triathlon, community running and skiing competitions and other appropriate community uses.
 - d. To seek funds, contributions and grants and to take gifts, bequests and to do any other lawful act, and
 - e. To conduct its affairs in accordance with the mission, vision and value statements 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. A majority of the Board shall constitute a quorum for the transaction of business at all meetings.
2. Meetings can occur in person, telephonically or via video conferencing.
3. The chair may call an email vote for a specific issue when a Board decision is needed before the next scheduled meeting.
4. Meeting types
 - a. Meetings of the Board of Directors shall be held monthly unless canceled by the chair.
 - b. General membership meetings shall be held annually. All members will receive email notice of the scheduled annual meeting and the proposed agenda.
 - c. Additional club meetings shall be held at such times and places as may be designated by the Chair.

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, they desire to continue on to a second term, they may simply do so without requiring an election by notifying the Chair of their 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. Newly elected Board members shall take office immediately after the election, and each outgoing director shall turn over to their successor in office all properties and records relating to the directorship and their 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 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.
 1. The Chair shall supervise the Facility Maintenance Manager.
 - a. Responsibilities include grooming, summertime trail maintenance, signage, equipment repair and maintenance and other duties as directed by the Board.

2. The Chair shall supervise the club Administrative Coordinator.

- a. Responsibilities include maintaining club correspondence, online presence and promotional materials, grant writing and grant administration, general administration and other duties as directed by the Board.
- 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 and shall have all the duties and powers normally attributed to the office of the secretary.
- iv. 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.
- v. The Registered Agent with the state of Alaska or designate a registered agent from staff.

2. Nominations

- a) Only members of the club in good standing prior to the beginning of the annual December general membership shall participate in the nomination process as a nominator or candidate.
- b) Two members from the same household/family shall not serve on the Board at the same time.
- c) Nominations may be submitted in person at the annual meeting or in writing prior to the annual meeting. Candidates may also accept nominations in person or in writing. A member in good standing may nominate themselves.
- d) Each candidate will be given an opportunity to speak at the annual meeting and an opportunity to submit a written candidate statement at any point prior to two days after the annual meeting.

3. Elections

- a) Election of directors shall occur online for one week after the annual meeting. Only current members in good standing prior to the beginning of the annual meeting shall vote.
- b) The results shall be posted immediately after the voting window has closed, with the nominated candidates receiving the greatest number of votes being declared elected.

4. 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 person's 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 subcommittees shall be appointed by the standing committee chair. The standing committee Board of Directors' representative shall give committee and subcommittee reports at all Board meetings.
 - a. The Community Events Committee shall consist of the Administrative Coordinator and 4 Board members and assist program leads in determining schedules and staffing for all programs and events held at Tsalteshi Trails. One Board member shall be in charge of coordinating event schedules and assisting other organizations with hosting events on Tsalteshi Trails. Another Board member will be a liaison for high school sports and facilitate communication between high school coaches and other events. Two Board members shall serve as liaisons for the youth ski and youth bike programs. Youth liaisons will assist program leads in scheduling and planning their respective programs, as well as facilitating communication between program leads and the Board.
 - b. The Facilities Committee shall consist of the Facilities Maintenance Manager and at least 2 Board members. The committee shall determine facilities maintenance, improvement and equipment needs and facilitate the meeting of those needs. The committee shall provide preliminary review of proposed facility improvements with the goal of refining proposals before presentation to the full Board. One member shall be a biking liaison and take primary responsibility for coordinating maintenance needs on Tsalteshi singletrack and coordinating with singletrack volunteers. Another member shall be responsible for overseeing lease requirements and working agreements with the Kenai Peninsula Borough School District and/or Skyview Middle School. The Facilities Maintenance Manager shall report to the Board at monthly Board meetings and present 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. Club employees are authorized to spend up to \$500 on required equipment without Board approval, although approval should be sought when logistically feasible.
2. Two authorized signatures are required on all club checks exceeding \$500.

3. Credit cards shall not be used on purchases over \$500 without prior written approval from the Treasurer or the Chair.
4. 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 after notifying the membership of proposed changes and allowing 2 weeks for comments from the membership.

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 this club and has tax-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 nonprofit organization designated by the Board of Directors, which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code.