

**BY-LAWS**  
**Of**  
**Friends of the Friends of the Medicine Bow Rail Trail,**  
**INCOPORATED**

**ARTICLE I - NAME**

The name of this organization shall be Friends of the Medicine Bow Rail Trail, hereafter referred to as "Corporation".

**ARTICLE II - PURPOSES**

- To provide support and maintenance of the Medicine Bow Rail Trail.
- To encourage activities on and adjacent to the Medicine Bow Rail Trail.

**ARTICLE III - MEMBERSHIP**

- Anyone supporting the purposes of this organization, and in accordance with the bylaws, is eligible for membership.
- Membership is contingent upon payment of annual membership dues as the Board of Directors may from time to time determine.

**ARTICLE IV - FINANCES**

- Dues shall be payable in advance on a fiscal year beginning January 1.
- The Board of Directors will set the dues with input from the membership.
- The Board of Directors will be responsible for the budgeting and expenditure of Corporation funds.
- The Corporation may derive income from fees for events, from contributions, from fees for members' assistance in conducting events held by other organizations and other activities consistent with the agreement of Corporation membership.
- The Corporation shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. The Corporation shall pay no dividends or other interests in the assets of the Corporation to its members. No part of the earnings of the Corporation shall be distributed to its members, officers, Directors, or any other private persons or corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

**ARTICLE V - OFFICERS**

- The management of the affairs of the Corporation shall be in the hands of the Board of Directors.
- The Board of Directors shall consist of the following officers: Chairperson, Vice Chairperson, Treasurer, and Secretary. Two additional at-large members can be added as the organization expands.
- The number of Directors may be increased or decreased by majority vote of the seated Board of Directors, but at no time shall there be fewer than three (3) in number.
- Election of Corporation officers shall be at the first meeting of the organization at the start of the year. Nominations can be made from a nominating committee or from nominations from the floor at the first meeting of the year. Officers are elected by a plurality of the members present at the first meeting of the year.
- Newly elected officers will take office following their election. Officers shall hold offices for one year. Officers can serve for multiple consecutive terms in the same office provided they are re-elected pursuant to these Bylaws.
- Vacancies of an officer may be filled by appointment by the Chairperson with concurrence of the Directors. A Board Member appointed to fill a vacancy will serve for the un-expired term of their predecessor.

- The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Corporation. Such committees may be comprised of both Directors and other members.

The Chairperson shall plan and preside at all meetings, appoint temporary committees, appoint chairpersons of permanent committees to serve until the next election unless replaced, and chair Board meetings.

The Vice-Chairperson shall assume the Chairperson's office and powers in the absence of the Chairperson. In the absence of both the Chairperson and Vice-Chairperson, one of the Members-at-Large will assume these powers.

The Secretary shall keep minutes of Corporation and executive meetings and maintain the order of Corporation membership records.

The Treasurer shall be responsible for Corporation finances, maintain a budget, collect and record dues, pay bills and prepare reports of receipts and expenditures.

The At-Large Board Members shall assist with activities of the Corporation, as determined by the Board.

All Members-at-Large shall assist the other elected officers in carrying out the mission of the Corporation, coordinate the activities of those members that volunteer to lead planned and published events and other social or Corporation activities, and perform other duties as may be assigned by the Chairperson or by the Board of Directors.

#### **ARTICLE VI - ELECTIONS**

- Election of Corporation officers shall be held annually at the first meeting at the start of the year.
- Names may be placed in nomination from the floor immediately prior to the election.
- All members are entitled to vote on all Corporation business. Members may cast absentee ballots by e-mail or direct mail.
- A simple majority vote shall be necessary to elect an officer.
- Newly elected officers shall assume their offices immediately following the meeting in which they are elected.

#### **ARTICLE VII - MEETINGS**

- The Annual Meeting shall be held at the first meeting following the start of the year. Prior to the meeting the secretary will submit any needed documents and the treasurer shall submit current financial statements at least one week prior to the meeting.
- The Chairperson, upon a two-week notice to the entire membership, may call special meetings whenever required.
- The Chairperson may call a Board of Directors meeting at any time by contacting the members of the Board of Directors and any other interested persons.

#### **ARTICLE VII - COMMITTEES**

- The permanent committees of this organization shall be:
  - Trail Crew
  - Other committees as determined by the Board of Directors

#### **ARTICLE IX - QUORUM**

A quorum of the membership for the purpose of conducting Corporation business shall consist of those members present, or participating via phone or e-mail contact with any member of Board of Directors, at any regular or special meeting announced to the entire membership.

**ARTICLE X- AMENDMENTS**

These By-Laws may be amended by adding a new section or revised by changing a current section by a simple majority of the Board of Directors.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_ 2015

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Chairperson

ATTEST

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Secretary