

SAVE OUR TRAILS: CONNECTING SANTA CLARA COUNTY COMMUNITIES

A California Nonprofit Public Benefit Corporation

BYLAWS

ARTICLE I

NAME

The name of this Organization shall be **Save Our Trails: Connecting Santa Clara County Communities**. The Organization is located in Santa Clara County, California. Informally, the organization shall be known as **Save Our Trails**.

ARTICLE II

MISSION

Our mission is: To promote trails in Santa Clara County for the benefit and enjoyment of all.

ARTICLE III

MEMBERSHIP

Section 1. ELIGIBILITY. Any person who subscribes to and supports the purposes of the Organization shall be eligible for Membership.

Section 2. CLASSES OF MEMBERSHIP.

- a. Active
- b. Associate

Active Memberships are “Voting Memberships”. Associate Memberships are “Non-Voting Memberships”.

Section 3. DUES. Active Members shall pay dues annually as established by the Board of Directors.

Section 4. VOTING. Each Active Member is entitled to vote. Associate Members are not entitled to vote.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING: The Organization shall conduct at least one General Meeting a year, which shall be designated the “Annual Meeting,” and shall be held annually at a date designated by the Board of Directors. Thirty days notice shall be given for the Annual Meeting. The Officers and Directors shall be elected at the Annual Meeting.

Section 2. SPECIAL MEETINGS: Special Meetings may be called by order of the Board of Directors or the President. Seven days notice shall be given for such Meetings.

Section 3. QUORUM: The quorum for Membership Meetings shall be ten percent of the Voting Membership.

ARTICLE V

BOARD OF DIRECTORS

Section 1. COMPOSITION. The Board of Directors shall have a minimum of three Directors and a maximum of twenty-one Directors. It shall consist of the Officers plus the Directors-at-large. Members of the Board of Directors shall be Active Members of the Organization. In its discretion, the Board may appoint additional Directors up to the maximum number allowed by these By-Laws. No person serving on the Board may be an “interested persons”; i.e., may be compensated by the Organization for services rendered to it, or a relative or in-law of an individual compensated by the Organization.

Section 2. TERM OF OFFICE. Directors shall be elected by the Voting Members of the General Membership at the Annual Meeting. Except for the first year, the term of office shall be for two years beginning with the Board Meeting following the election of officers. Terms of office shall be staggered, so approximately one-half expire each year.

Section 3. VACANCIES. A vacancy on the Board of Directors may be filled by the Board for the remainder of the term of office.

Section 4. REMOVALS

The Board reserves the right to suspend any Director for just cause upon written notification. Just cause shall include a noticeable disinterest in the welfare of the Association, excessive absences, failure to perform the duties of the office, and/or violation of the provisions of these Bylaws. A two-thirds majority vote of the entire Board shall necessary for removal from the Board.

Section 5. POWERS AND DUTIES.

- A. The Board of Directors collectively shall:
 - 1. Be responsible for the conduct and management of the business of the Organization;
 - 2. Supervise preparation and maintenance of the policies and procedures for the Organization and its activities;
 - 3. Appoint committees as needed; and
 - 4. Supervise the preparation of the budget and approve all expenditures.
- B. Individual Directors shall
 - 1. Attend at least two-thirds of all Board meetings; and
 - 2. Chair and/or participate actively on at least one committee or special project.

Section 6. BOARD MEETINGS.

- a. The Board shall meet at least four times per year at regularly scheduled times designated by the Board.
- b. The President may call a Special Board Meeting at any time and shall call a Special Board Meeting upon written request of three Members of the Board. In either case, three days notice shall be given.
- c. In general, Board Meetings shall be open to the public; however, Board Meetings may be closed to consider strategic planning, litigation, or matters involving a Board Member. The purpose of any closed session shall be announced. A report of action taken in closed session shall be included in the minutes and reported at the next open Board Meeting.

Section 7. QUORUM. The quorum for Board Meetings shall be a majority of its Members.

Section 8. CONFLICT OF INTEREST. Each Member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, professional, and financial interests and the stated purpose of the Organization.

Section 9. LIMITATIONS AND INDEMNIFICATIONS

No Board Member shall act or represent themselves as an agent of the Organization for any reason without the authorization of the Board. All current and former Board Members shall be indemnified by the Organization to the fullest extent permitted under the law for any and all acts and omissions made in the good faith execution of their duties as a Director of the Organization, with the express exclusion of any willful misconduct or gross negligence on the part of the Director.

ARTICLE VI

OFFICERS

Section 1. COMPOSITION. The Officers of this Organization shall be a President, Vice-President, Secretary and Treasurer. If necessary, the President and Vice-President positions may be filled by the same person, and the Secretary and Treasurer positions may be filled by another individual person. (This is in accord with Section 5213 of the California Corporations Code which states, “*Any number of offices may be held by the same person ... except that no person serving as the secretary [or] the treasurer ... may serve concurrently as the president...*”)

Section 2. QUALIFICATION FOR OFFICE. Except for the first election, a nominee for office shall have been an Active Member of the Organization for one year prior to the date of the election.

Section 3. TERM OF OFFICE. Officers shall be elected by the Voting Members of the General Membership at the Annual Meeting. The term of office shall be two years, beginning with the Board Meeting following the election of officers.

Section 4. VACANCIES.

- a. Vacancies in all offices except the Presidency shall be filled by the Board for the remainder of the term of office.
- b. A vacancy in the office of the President shall be filled by the Vice-President. The Board then shall appoint a Vice-President. However, if the position of President and Vice-President are filled by the same person, the Board shall appoint another person to the combined position.

Section 5. DUTIES.

a. President: The President shall coordinate all Organization activities, preside at meetings of the Organization and the Board, and shall have the general powers of supervision and management of the Organization as pertain to the office and such duties as may be designated by the Board. With the exception of the Nominating Committee, the President shall be an ex-officio member of all committees and shall be notified of all meetings.

b. Vice-President: The Vice-President shall assume the duties of the President in that officer's absence. The Vice-President shall be responsible for overseeing and coordinating the activities of the Committees of the Association. Other duties shall be performed as required by the President or the Board.

c. Secretary: The Secretary shall keep minutes of the Organization and Board meetings, shall be responsible for notification for Organization and Board meetings, shall have the responsibility of Organization correspondence, at the direction of the President, and shall maintain archive files.

d. Treasurer: The Treasurer shall be custodian of the Organization funds and supervise the handling of funds of any enterprises of the Organization. The Treasurer shall chair a finance committee, keep proper financial records, report regularly to the Membership and the Board, and pay budgeted requests as directed by the Board. The Treasurer shall assume the duties of the Secretary in that officer's absence. All checks over \$100 shall require signatures of two of the Officers.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS.

a. A Nominating Committee of three to five Active Members who are not Members of the Board shall be selected according to a procedure approved by the Board.

b. At the Board Meeting preceding the Annual Meeting, the Nominating Committee shall present the Board with a slate containing nominees for all elective positions. The Nominating Committee shall inform all nominees in advance of this Board Meeting.

c. Any Member meeting the qualification for office who has submitted a statement of interest to the Nominating Committee within the announced time frame shall be added to the election slate.

d. Nominations from the floor shall be allowed at the Board Meeting prior to the Annual Meeting, provided that the nominee accepts the nomination.

Section 2. ELECTIONS.

- a. Officers and Directors-at-large shall be elected at the Annual Meeting of the Organization. Except for the first election, the President and Secretary shall be elected in the same year, and the Vice-President and Treasurer shall be elected in alternate years.
- b. At the Board Meeting prior to the Annual Meeting, the Nominating Committee shall propose a set of rules for the conduct of the upcoming election. At this Meeting, the Board shall adopt the rules that will be used in the upcoming election.
- c. Voting shall be by secret ballot.

ARTICLE VIII

PROPRIETARY ROSTER

Any roster or list containing the Membership of the Organization shall be deemed proprietary and the private property of the Organization. No Member shall give or sell this roster to any party outside of the Organization without a legitimate purpose directly related to the conduct of the Organization’s business and the express authorization of the Board of Directors.

ARTICLE IX

DISSOLUTION OF THE ORGANIZATION

In the event of dissolution of the Organization, its assets after payment of all indebtedness, obligations, and cost of dissolution, shall be distributed by action of the Board for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501 (c)(4) of the Internal Revenue Code, or shall be distributed to a local government for a public purpose related to the acquisition of land for trails, construction of trails, or maintenance of trails.

ARTICLE X

AMENDMENTS TO THE BY-LAWS

Section 1. AMENDMENTS. Amendments to the By-Laws may be proposed by the Board, or at a request made in writing to the President by ten Active Members of the Organization, all of whom have been Active Members during the preceding six months.

a. **AMENDMENTS BY THE ACTIVE MEMBERSHIP.** These By-Laws may be amended or revised at an Organization meeting or by mail-in ballots by a 2/3 vote of Members voting, provided that the number of voters is equal to at least 10% of the Active Membership and that notice of the proposal and manner of voting has been given.

b. **AMENDMENTS BY THE BOARD OF DIRECTORS.** With the exception of Article VI, Section 1 and Section 2 or the adoption of a new set of By-Laws, the Board of Directors may amend these By-Laws by a 2/3 vote of the Board Members; provided, notice of such proposal has been given at the previous Board meeting and announcement made to the Membership. The Membership shall be notified of any By-Law changes.