

# Arnold Rim Trail Association By-Laws

Written Oct 2, 2024

## Article 1 – Name and Purpose

### 1.1 Name of Organization

The name of the corporation is Arnold Rim Trail Association (named in these By-Laws as ARTA)

### 1.2 Nonprofit Purpose

This corporation is organized exclusively for educational and public purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### 1.3 Specific Purpose

Arnold Rim Trail Association (ARTA) works under a service agreement with the Stanislaus National Forest Service at the Calaveras District Office to plan, develop, construct and maintain the Arnold Rim Trail and surrounding multi-use trails for recreational and educational purposes. To this end, ARTA partners with trail users, government agencies, businesses, and property owners to serve the community at large.

<https://arnoldrimtrail.org/about-arta/>

## Article 2 – Directors

### 2.1 General Powers

The management and control of the affairs of ARTA shall be vested in its board of directors (“Board”). Directors shall *not* be compensated for their duties except for reimbursement of out-of-pocket expenses as determined by the Board. Submission of receipts to the treasurer and bookkeeper are required for reimbursement. Directors may also be employees or contractors of the corporation, but they may *not* be compensated for duties performed as a Director. Their compensation is only for duties performed as a paid employee or contractor.

### 2.2 Number & Qualifications

The Board shall consist of not less than three (3) Directors, the specific number and titles to be set by resolution of the Board. Directors must be at least eighteen (18) years of age. It is recommended that the Board endeavor to have members from all three user groups represented on the Board: equestrian, mountain cyclists, and hikers/joggers.

### 2.3 Nominations

A nomination for new Directors can come from any current Director at any time.

### 2.4 Election and Term of Office

Directors shall be elected by the Board of Directors then in office and serve until the first Board meeting of the following calendar year. The initial Directors shall be the trustees named in the Articles of Incorporation and they shall serve until the first Board meeting of the following calendar year. Following ARTA’s long standing tradition, Directors and Officers who wish to continue to serve will stand for election at the first Board meeting of each calendar year. There is no term limit for Directors.

## Article 3 – Officers

### **3.1 Number and Qualifications**

The minimum three Directors on the Board shall be the following officers: Chairperson, Secretary, and Treasurer. The Board may determine other officers and assistant officers; collectively, these officers shall be known as the Executive Committee. The same person may hold any two offices except for any combination of Chairperson, Secretary, or Treasurer concurrently. It is recommended that the Chairperson have at least one-year Board experience.

### **3.2 Chairperson**

The Chairperson shall be the principal executive of the corporation responsible for carrying out the directions and resolutions of the Board. He or she shall call and preside at all meetings of the Board and Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Secretary, Treasurer or any other proper Officer authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is required by law to be otherwise signed and executed. The Chairperson shall set the agenda for all meetings and appoint committee chairpersons. The Chairperson shall in general perform all duties incident to the office of Chairperson and such other duties as may be assigned by the Board from time to time.

### **3.3 Vice-Chairperson (not required to be one of the three minimum members of the Board)**

The Vice-Chairperson shall assist the Chairperson in all duties assigned to the office. In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers, and be subject to, the restrictions placed on the Chairperson. The Vice-Chairperson shall in general perform all duties incident to the office of Vice-Chairperson and such other duties as may be assigned by the Chairperson or the Board from time to time. The Vice Chairperson shall fill the position of any vacant Officer(s) until such position(s) can be filled.

### **3.4 Secretary**

The Secretary shall keep, record and distribute the minutes of the meetings of the Board to the Board members and for public viewing on the Association's website, see that all notices are duly given in accordance with the provisions of these By-laws or as required by law. The Secretary shall also collaborate with the Chair in created and distributing board meeting agendas.

### **3.5 Treasurer**

The Treasurer shall have custody of and be responsible for the funds and securities of the corporation; receive contributions to the corporation and receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, credit unions, trust companies, or depositors as selected by the Board in accordance with the provisions of these By-laws; have first responsibility to sign checks; pay invoices, bills and reimbursements; supply budget updates at regularly scheduled Board meetings and budget projections annually; and in general perform all duties incident to the office of Treasurer and such other duties as many be assigned by the Chairperson or the Board from time to time. These budget updates are not required for ad hoc meetings. The Chairperson may also sign checks, as well as other Officers or Directors or Bookkeeper as the Board may designate. If required by the Board, the Treasurer shall give a

bond, at the expense of the corporation, for faithful discharge of his or her duties in such sum and with such sureties as determined by the Board. If the Board chooses to hire the services of a bookkeeper, the Treasurer shall retain the duties not performed by said Bookkeeper, and act as liaison between the Board and the Bookkeeper. The Treasurer is responsible for reporting of donations and taxable activity to the appropriate state and federal authorities on behalf of the corporation.

## **Article 4 – Committees**

### **4.1 Executive Committee**

The Executive Committee shall consist of all Officers of the corporation. The Executive Committee shall have the power to act on behalf of the corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

### **4.2 Other Committees**

The Board may establish and empower such standing committees and ad hoc committees, as it deems necessary, and may solicit and approve participation by members of the general public. Committee chairs shall perform all duties incident to their office as determined by the Chairperson, the committee chairperson shall be responsible for calling and running committee meetings. Committee chairs shall report at regular Board meetings until the committee has fulfilled its purpose or is dissolved by the Chairperson or commission Officer. Committee decisions must be approved by the Board prior to enactment. Committee chairs and members may be reimbursed for expenses incurred while serving on the committees. Submission of receipts to the treasurer and bookkeeper are required for reimbursement.

## **Article 5- Board Procedure**

### **5.1 Board Meetings**

The Board shall meet on dates established by the Board. The Board usually meets quarterly but this is not required. These board meetings may be called by the Chair or any two Directors. The first meeting of the calendar year shall be considered the annual meeting. As mentioned in Article 2.4, all Directors wishing to continue to serve shall stand for election at this first yearly meeting. Meetings may be held either in person or via electronic means or a combination of both. Meetings shall be open to the public except upon motion properly passed to conduct a closed session.

### **5.2 Notice**

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Directors and committee members not less than three (3) days prior to the date of the meeting, by or at the direction of the Chairperson, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person or by electronic transmission such as email or text. The Chair will endeavor to ensure if possible that all Board members are available for Board meetings.

### **5.3 Quorum**

A majority of Directors then in office shall constitute a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

#### **5.4 Procedure**

All meetings shall be conducted according to standard parliamentary procedure. *The Board shall seek to make decisions through consensus.* If a consensus cannot be reached in a reasonable period, the Chairperson may table the decision until the next meeting or call for a vote if tabling is not a viable option. If a vote is called, a decision shall be made by the affirmative vote by a simple majority of those present and eligible to vote. Each Director shall be entitled to one vote. Directors not present may vote by proxy submitted electronically before or at the meeting. Unless otherwise provided for in these By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting.

#### **5.5 Closed Sessions**

Except upon motion properly passed to conduct a closed session, all meetings of the Board may be open to the public. Closed sessions may exclude anyone not designated in the motion for said closed session, but shall be only for personal matters, disciplinary actions, property acquisitions, unresolved disputes, and communication with legal counsel. When a paid staff member is also a Director, all discussions and actions of the paid staff position shall be conducted without the participation of said Director.

#### **5.6 Action By Unanimous Written Consent Without Meeting**

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all the Directors shall individually or collectively consent in writing or by email or by text to such action. Such written, email, and text consents shall be filed with the minutes of the proceedings of the Board. Such action by written, email, or text consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous consent of the Board without a meeting and that the bylaws of this corporation authorize the directors to so act.

#### **5.7 Resignation**

Any Director, Officer, or committee member may resign at any time by delivering written notice to the Chairperson, Secretary, or appropriate committee chair at the registered office of Corporation or by electronic transmission such as email, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

#### **5.8 Removal**

If a Director is not fulfilling their duties, does not attend required meetings, fails to fulfill job requirements, misappropriates funds and /or equipment, knowingly violates the policies of the corporation, carries out activities without Board authorization that have legal or financial consequences for the corporation, or their position and/or membership becomes subject to Board review, the Board shall have the power, following a closed session meeting, to terminate their position on the Board with an affirmative simple majority vote.

#### **5.9 Vacancies**

A vacancy on the Board, or in any Office, may be filled by an affirmative simple majority vote of Directors. Vacancies may be filled anytime of the year. New directors shall take Office immediately. New Directors serve until the first meeting of the next calendar year.

### **Article 6 – Administration**

## **6.1 Fiscal Year**

The fiscal year shall be from January 1 through December 31.

## **6.2 Books & Records**

The corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and all resolutions, amendments, standing rules or other addendums ratified by the Board. All books and records, except those containing personal information of its Directors shall be open for public inspection for any proper purpose at any reasonable time.

## **6.3 Contracts**

The Board may authorize any Officer or agent of the corporation to enter any contract or to execute and deliver any instruments on behalf of the corporation.

## **6.4 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director or any other member of the corporation.

## **6.5 Checks & Drafts**

All checks, drafts, or other orders for the payment of money or other evidence of indebtedness issued on behalf of the corporation shall be signed by such Officer or agent of the corporation in such a manner as determined by the Board. The payee may not sign reimbursement checks.

## **6.6 Deposits**

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as determined by the Board. The source and purpose of all deposits shall be recorded.

# **Article 7 – Miscellaneous**

## **7.1 Non-Discrimination Policy**

ARTA prohibits unlawful discrimination against and/or harassment of its members on the basis of actual or perceived race, color, national origin, ancestry, religion, age, marital status, pregnancy, physical or mental disability, medical condition, veteran status, gender or sexual orientation.

## **7.2 Code of Ethics**

### **7.2.1 Donations**

All donations, grants, goods, or monies received on behalf of ARTA shall be used for their intended purpose, if the intended purpose is specified. The Board, prior to distribution to recipients, shall approve all charitable contributions made on behalf of ARTA.

### **7.2.2 Conflicts of Interest**

The Board shall avoid any conflicts of interest, real or perceived within its Board or employees. All concerns or grievances shall be brought before the Board to be discussed during a Board Meeting and recorded in the minutes. Any member, Director, Officer or employee believed to be in violation of this policy shall be given the opportunity to speak on his or her own behalf at said meeting.

### **7.2.5 Reimbursements**

Reimbursements shall be made to Officers and Directors for direct expenses when accompanied by a receipt. Budgeted expenses may not exceed the amount set forth in the budget without prior Board approval. Any other limitations on reimbursements may be set by the Board annually.

### **7.3 Non-Liability Of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **7.4 Indemnification**

To the fullest extent permitted by law, ARTA agrees to defend and indemnify, and hold harmless, its officers and directors acting in their official and personal capacities for all claims demands, and liability (including reasonable attorneys fees) for injury to persons and property arising out of the Officers and Directors duties under the Bylaws, except to the extent such losses are caused by gross negligence or willful misconduct of such Officers and Directors.

### **7.45 Insurance for Board and Officers**

The Board shall purchase and maintain non-profit board liability insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

The Board may also purchase other insurances to cover the corporation both for general and specific activities as determined beneficial to ARTA.

### **7.56 Amendment**

These By-laws may be amended by an affirmative vote of a majority of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the By-Laws shall not contain any provision that permits the corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501 (c)(3) of the internal Revenue Code or the corresponding provision of any future federal tax code. All state and federal agencies that have recorded these By-laws shall be notified of said amendments.

### **7.7 Severability**

In the event that any one or more of the provisions contained herein shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this agreement. Under these circumstances, these bylaws shall be construed as if such invalid, illegal or unenforceable provisions had never been contained herein, unless the deletion of such provision or provisions would result in such a material change so as to cause completion of the transactions contemplated herein to be unreasonable.

### **7.8 Dissolution**

ARTA may voluntarily dissolve and cease to operate upon the affirmative vote of not less than two-thirds of the Directors at any meeting of the Board, provided all Directors have been

notified of this purpose. Upon dissolution of this organization, assets shall be distributed to one or more other 501(c)3 for a public purpose within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to one or more other 501(c)3 for a public purpose.

## **Article 8- Policies and Procedures**

### **Policies and Procedures**

The Board may establish Policies & Procedures regarding non-voting public membership structure including various membership tiers for individuals, families, businesses, and other entities; and other matters pertaining to the actions of the Board and its Officers.

The Board may determine to hire an employee or contractor at its discretion. An employee or contractor may serve on the Board, but as a Board member may not be compensated for Board activities. In determining compensation, the Board shall consider comparability data.