



Ascutney Trails Association  
3 Railroad Ave, Windsor, VT 05089  
P.O. Box 246, Brownsville, Vermont 05037

# ***Ascutney Trails Association***

## **Bylaws**

### **Article I ... Name**

The name of this corporation shall be Ascutney Trails Association (hereinafter the "Corporation").

### **Article II ... Offices**

The principal address for the transaction of business shall be located in the town of Brownsville, county of Windsor, state of Vermont.

### **Article III ... Meeting of Incorporators**

A meeting of the Incorporators occurred on May 6, 2020, prior to filing the Articles of Incorporation. The Incorporators acted to appoint the Board of Directors.

### **Article IV ... Nonprofit Purpose**

The purpose of the Corporation shall be to advocate for and maintain the accessibility of low-impact trails and structures used for human-powered recreational activities in the townships of the Mt. Ascutney area and to support and preserve the deep historic connection Mt. Ascutney has to Vermont and New Hampshire.

The activities of the Corporation shall include environmentally-sound methods of responsible trail building, use, and stewardship while promoting outdoor education and cooperation with landowners.

The Corporation may solicit donations and apply for private and public grants to provide support services related specifically to the mission.

### **Article V ... Policy of Non-Discrimination**

The Corporation will not discriminate based on race, color, sexual orientation, or national and ethnic origin.

### **Article VI ... Membership**

The Corporation shall have members, who may participate in the discussions of any policy or decision, but do not hold voting privileges for the Corporation. Membership is open to all who enjoy or support human-powered outdoor activities.



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Annual membership dues may be enacted following a vote of the Board of Directors. No member shall be compensated for services provided by the Corporation. Remuneration shall be restricted to travel expenses, training expenses, and other costs only as approved by the Board of Directors, and as funds allow.

## Article VII ... **Board of Directors**

### Section 1. *General*

The Board of Directors ("the Board") shall consist of nine (9) members. The Incorporators shall select the initial Board. When the term of any Director is about to expire, the vacancy shall be filled by a majority vote of the Board at the Annual Meeting.

### Section 2. *Term of Office*

Staggered Board terms will be established at the first Annual Meeting in the following manner: five (5) Board seats designated as two-year terms; four (4) Board seats designated as one-year terms. At the second annual meeting, four (4) Board seats transition to two-year terms. Following the second Annual Meeting, Directors may serve no more than two consecutive terms. Directors may return to the Board following a one-year absence.

### Section 3. *Qualifications*

Directors shall be of the age of majority in the state of Vermont, reflecting the same diverse demographics that are found in the surrounding townships of the Mt. Ascutney area. Minors may become members of the organization but may not serve in a Board capacity until reaching the age of majority.

### Section 4. *Control and Power*

The Board shall have the exclusive control and power to manage the activities, property and affairs of the Corporation and shall determine the manner in which the funds of the Corporation, both principal and income, shall be applied within the limitations of the Articles of Incorporation, these Bylaws, State of Vermont Statutes, and the Code. It shall be the duty of the Board of Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- C. Supervise all officers, members, agents and employees, if any, of the Corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these Bylaws;
- E. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.



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#### Section 5. *Meetings*

The Corporation shall hold its annual meeting at such place and time as determined by the Board for the purpose of election of officers, to receive various reports, and to enact other business. Members will receive a 30-day written and/or electronic notification of the Annual Meeting.

Regular meetings of the Board shall be called by the President or at the majority request of the Board, to be held on *the first Thursday of each month*, unless otherwise communicated. The meeting time and location shall be determined and communicated a minimum of one week before the meeting date.

A simple majority of the total number of Directors will constitute a quorum for the transaction of business. The act of a majority of the Board present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the Corporation's Articles of Incorporation, these Bylaws, or State of Vermont Statutes. If a quorum is not present at any meeting of the Board, those present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

#### Section 6. *Special Meetings*

Special meetings of the Board of Directors may be called by the President, the Secretary, or by any three Board members. Special meetings may be held at a location of convenience to the Board or by telephone conference or via internet.

#### Section 7. *Removal*

Any Director may be removed with due cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3) majority vote of the disinterested members of the Board. A Director who fails to attend at least one (1) Board Meeting within a span of one year will be recommended for removal.

#### Section 8. *Resignation*

Any Board member may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

#### Section 9. *Vacancy*

If the office of any Board member shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other causes between Annual Meetings, the Board shall elect a successor for the unexpired term of such Director and authorize the President to appoint the new Director to fill the vacancy.



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#### Section 10. *Conduct of Meetings*

Meetings of the Board of Directors shall be presided over by the President of the Corporation, or if no such person has been so designated or in his or her absence, by the Vice-President, or a Chairperson chosen by a majority of the Directors present at the meeting.

The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### Section 11. *Indemnification by Corporation of Board Members*

The Corporation shall indemnify and hold its Directors harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the Director to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

### Article VIII ... **Officers**

#### Section 1. *Designation of Officers*

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer.

#### Section 2. *Election and Term of Office*

The term of office for officers shall be one year or until a successor is necessary due to resignation, removal, or otherwise disqualified to serve. Officers are voted upon at the first regular Board Meeting immediately following the Annual Meeting, Board members may not hold more than one officer position, with the exception of Secretary/Treasurer.

#### Section 3. *President*

The President shall preside over and conduct all meetings, submit an annual report of the operations of the Corporation to the members at the Annual Meeting; and, report to the membership all matters within his/her knowledge that should be brought to their attention in the best interest of the Corporation. The President will appoint all special and standing committees with Board approval.

#### Section 4. *Vice-President*

To perform the duties of the President in the absence of the President.

#### Section 5. *Secretary*

The Secretary shall record attendance, take the minutes of all meetings, and maintain a file of meeting minutes for reference at future meetings; maintain files which will include press releases, flyers, newsletters, announcements of programs and activities, and any other pertinent



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information relative to the Corporation; conduct necessary correspondence; keep a list of the membership with addresses, phone numbers, and e-mail addresses, and shall notify the members of the time and place of meetings.

#### *Section 6. Treasurer*

The Treasurer shall be responsible for the collection, safekeeping, and disbursement of all funds and assets; keep and maintain financial records of all financial transactions of the Corporation; in conjunction with the finance committee, submit a financial accounting of the Corporation's transactions and financial status at the annual meeting and at other times when requested; prepare or oversee any necessary documents for the IRS related to the finances of the Corporation, as required by federal or State statute or regulation.

#### **Article IX ... Committees**

The Corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. Committees may or may not include persons who are members of the Corporation. All committees will report to the Board of Directors.

#### **Article X ... Conflicts of Interest**

Any possible conflict of interest on the part of any member of the Board of Directors or membership shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board of Directors. Where the transaction involving any member of the Corporation exceeds (\$500) five hundred dollars in a fiscal year, a two-thirds vote of the disinterested Board is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the actual vote itself. Every new Director will be advised of this policy and shall sign a statement acknowledging, understanding, and agreeing to this policy.

#### **Article XI ... Execution of Instruments, Deposits and Funds**

##### *Section 1. Execution of Instruments*

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Director shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

##### *Section 2. Checks and Notes*

The Board of Directors shall determine by resolution the signature or signatures required on various categories of checks, drafts, notes orders for the payment of money, and other evidence of indebtedness of the Corporation. The Board of Directors shall review these authorizations at the



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Annual Meeting. If such is not noted in the minutes, it shall be presumed that the existing signing authority continues.

### Section 3. *Periodic Report*

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

### Article XII ... **Internal Revenue Code 501c3 Limitation on Activities**

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Article XIII ... **General Provisions**

#### Section 1. *Prohibition Against Private Inurement*

No part of the net earnings of Corporation shall inure to the benefit of, or be distributable to its members, Board, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.

#### Section 2. *Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the nonprofit purposes of the Corporation.

#### Section 3. *Dissolution*

In the event of dissolution of this Corporation, after paying or adequately providing for the debts or obligations of this Corporation, the Board of Directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this Corporation unto:

A Vermont organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific, or educational purposes is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

The assets transferred to any organization listed above shall be used within the state of Vermont, exclusively for the purposes specified to support human-powered outdoor recreation. If the



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Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Windsor County Superior Court, upon petition therefore by the Attorney General, or any person concerned in the liquidation. Any historical documentation, memorabilia or other like items shall be given to the Windsor Public Library or a local historical society.

#### Article XIV ... **Amendment of Bylaws**

The Bylaws may be altered, amended, or repealed by a three-fourths (3/4) vote of the Board of Directors. No amendments can be approved which would affect the Corporation's qualification as a tax-exempt organization pursuant to Section 501c(3) of the Code or corresponding section of any future federal tax code.

#### Article XV ... **Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Agreement, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding documents of this corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.