

BYLAWS
Trails For All
Approved 13/Mar/2019 Special Meeting

Article I
NAME AND TERRITORY

Section 1 NAME: The name of the organization shall be Trails For All.

Section 2 TERRITORY: Trails For All shall operate within the general geographic territory of the Wet Mountain Valley / Custer County, Colorado and surrounding areas.

Section 3 ORGANIZATION AND STRUCTURE: Trails For All shall operate as an incorporated entity in accordance with the State of Colorado Revised Statutes and shall operate as a tax exempt non-profit 501(c)3 organization according to the rules of the IRS.

Section 4 PRINCIPAL OFFICE: The principal office of Trails For All shall be located in Westcliffe, Colorado.

Article II
MISSION AND PURPOSE

Section 1 MISSION: Trails For All is a non-profit association whose mission is to maintain, promote and enhance trails within the Wet Mountain Valley and Custer County, Colorado.

Section 2 PURPOSE: Trails For All is organized for one or more educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), including but not limited to for the following purposes:

- A. Develop and maintain a Custer County Trails Master Plan, including inventory and assessment of current trails
- B. Develop and implement a plan to encourage and empower people to get outside, find, use and enjoy trails here in Custer County
- C. Pursue the development of several new trails in and around Silver Cliff and Westcliffe
- D. Identifying, recruiting and training volunteers - as well as partnering with other volunteer groups and/or government agencies - to help maintain trails on Federal and State lands and other public access trails.
- E. Promote trail use for fun and camaraderie through local events
- F. Ensure the future of local trails

- G. Promote responsible trail use, maintenance and preservation of trails
- H. Encourage youth involvement
- I. Develop and expand community trail networks
- J. Gain support from, and collaborate with, community stakeholders, and land management agencies
- K. Foster trail stewardship through education and outreach

Section 3: VALUES: Trails For All embraces the following values, and Board decisions shall be consistent with these values:

- A. **Celebration and sharing.** We believe celebrating and sharing the natural wonder of Custer County, enriches both county residents and our guests.
- B. **History and heritage.** We also honor the rich history, heritage and rural character of Custer County, and we wish to both preserve our artifacts, places and culture, and to share them with others.
- C. **Something for everyone.** We are committed to making these resources available to as many people as possible, regardless of their backgrounds or physical abilities.
- D. **Do no harm.** We are committed to protecting the integrity and health our natural environment.
- E. **Healthy recreation.** We are committed to teaching safe trail practices and protecting the safety of all who use and enjoy trails in Custer County.

Article III **MEMBERSHIP**

Section 1 MEMBERS: Trails For All is committed to being an open, welcoming organization regardless of ability or willingness to pay a membership fee. For this reason, Trails For All will NOT maintain a formal membership and dues structure at this time.

In lieu of formal membership, Trails For All shall maintain appropriate mailing list(s) of those interested in our mission, and shall communicate with interested parties through email, online, and other channels as deemed appropriate by the Board of Directors.

Section 3 DONATIONS. Trails For All may, from time to time, request donations to support its activities.

Section 4 FEES. Trails For All may at the Board's discretion charge fees to event participants to cover costs associated with that event or to support other Trails For All activities.

Article IV
BOARD MEMBERS:

Section 1 **DUTIES:** The Trails For All Board is responsible for overall direction of the organization. The Board shall be the governing body of Trails For All and shall have the duty and authority to do and perform all acts consistent with these Bylaws and the laws of the State of Colorado. Board members shall serve without compensation. The Board will develop and oversee the implementation of policies and program goals. Board responsibilities shall include:

- A. Formation, adoption and regular updates of a Trails Master Plan
- B. Recruitment, screening, interview, hiring, and management of volunteers and/or staff
- C. Approval of trails stewardship projects;
- D. Planning and execution of events;
- E. Recruitment and election of Board and Advisory Team members;
- F. Approval of the annual budget and financial reporting;
- G. Approval and modification of policies, procedures and operating guidelines; and
- H. Delegation of authority to contractually bind the organization.

Section 2 **NUMBER AND QUALIFICATIONS:** Trails For All Board shall be made up of not less than 5 members and not more than 7.

Section 3 **ELECTION OF BOARD MEMBERS AND TERMS OF OFFICE:** Board Members shall be elected by a majority vote of the existing members of the Board from a list of nominees prepared by a Nominating Committee appointed by the Board and/or nominated by current members of the Board. Term of office for board members will be 3 years. Board members may be re-elected for not more than 6 years of consecutive service. Board member terms may be staggered so that 2 or 3 of Board members' terms shall expire each year.

Section 4 **VACANCIES:** Board vacancies shall be filled by action of the board from a list of nominees prepared by a Nominating Committee appointed by the Board and/or nominated by current members of the Board. The person or person's chosen shall hold office until such time as the unexpired term(s) caused by the vacancy are filled by general election of the Board. The service of a member filling an unexpired term of less than one year shall not count toward the maximum allowed consecutive years of service.

Section 5 **REMOVAL FOR CAUSE:** Any member of the Board may be removed for cause by a majority vote of the Board taken at any Regular or Special meeting, provided the member in question has been given written notice that such action is to be considered at the meeting involved and only after the member in question has been given an opportunity to be heard. In addition, the unexcused absence of a board member from any two consecutive meetings, or any

three meetings in any year, shall constitute grounds for removal from the Board, which removal may be effected by the Board in its discretion after due notice to the Member in question. Removal of a Board Member in accordance with the provisions of this section shall create a vacancy to be filled as provided in Section 4 of this Article.

Article V **OFFICERS**

Section 1 **OFFICERS**. The principal officers of Trails For All shall be: President, Vice-President, Secretary and Treasurer, whose duties shall be as follows:

A. **PRESIDENT**. The President shall be a member of the Board in good standing and shall be responsible for determining who presides at all meetings of the board. The President shall be the primary contact on behalf of the board for contractual relationships. The President shall perform all duties incident to the office of President and other duties as may be prescribed by the Board from time to time.

B. **VICE-PRESIDENT**. The Vice-President shall be a member of the Board in good standing and shall perform such duties as are assigned from time to time by the Board. In the absence of the President, the Vice-President shall have all of the powers and perform all of the duties of the President.

C. **TREASURER**. The Treasurer shall be a voting member in good standing and shall be responsible for:

1. Serving as the fiscal manager for Trails For All, accounting for, depositing, disbursing and acknowledging member dues and donations, grants, and other contributions.
2. Prepare and submit Trails For All financial reports to the Board and in general, perform all duties incident to the office of Treasurer, and other duties from time to time as may be assigned by the President or the Board.
3. Financial reports including a financial statement and profit & loss statement shall be presented on a monthly basis and shared with the Board. The financial statement will also be made available to the public on request in accordance with IRS and/or State rules.
4. The Treasurer will generate disbursement reports as defined in article VIII section 4.

D. **SECRETARY**. The Secretary shall be a member of the Board in good standing and shall perform such duties related to recording keeping, notification of meetings, recording meeting minutes and other such duties as assigned from time to time by the Board.

1. Official records shall be kept in a cloud storage system approved by the board to which all board members will have read-only access. The Secretary shall maintain the cloud storage system, keeping the official repository secure and sharing limited editorial access to current Board members and/or others as needed. The President shall also have the cloud storage password as a safeguard.
2. The secretary will insure that minutes, bylaws, master plans and other documents designated by the board be transmitted in a timely manner to any board approved website or print media for viewing by the general public.

Section 2 ELECTION OF OFFICERS. The Board shall elect all Officers by simple majority vote.

Section 3 TERM OF OFFICE. The term of office for all officers shall be three years. The President shall not serve for more than two consecutive terms. The Treasurer shall hold office for not more than three consecutive terms. Incumbent officers shall serve until their successors have been duly elected and installed.

Section 4 REMOVAL FROM OFFICE. Any officer may be removed from office for cause only after (1) being given a reasonable notice and an opportunity to be heard by the Board and (2) by an affirmative majority vote of the Board whenever, in their judgment, the best interests of Trails For All will be served thereby.

Section 5 VACANCY. The unexpired term of a vacancy in an office shall be filled by the Board from a list of nominees prepared by members of the Board.

Article VI **MEETINGS**

Section 1 REGULAR MEETINGS. The Board shall meet in regular session by whatever means agreed to by the Board and no less than four times a year. The Board may direct that Trails For All hold community event(s) for the local community and other interested parties, at which time the Board may bring certain information and business to the attention of the public.

Section 2 SPECIAL MEETINGS. Special meetings of the Board may be called by, or at the request of, the President or a majority of the members of the Board. The person or persons authorized to call special meetings of the Board may set the time and place for such meetings. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice of such meeting.

Section 3 NOTICE OF MEETINGS. Notice of any regular or special meeting shall be given at least 10 days prior by written notice delivered personally or sent by mail, telegram or electronic media (including electronic mail or facsimile) to each Board member at their address as shown on the records of Trails For All. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting. All meetings will be open to the public and appropriate public notice shall be given.

The president may grant a waiver of the 10 day requirement for a special meeting if he/she deems short notice is essential to the well-being of Trails For All. The justification for such a waiver must be documented in the meeting notice and subsequent meeting minutes.

Section 4 QUORUM AND DECISION MAKING: Consensus is Trails For All's preferred decision-making method. A quorum is defined as at least the voting majority of Board members. A member of the Board may participate in a meeting by the means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

When decisions require a vote, a simple majority of those Board members present will determine the outcome as long as a quorum is present. Voting can be conducted in person or by any reasonable and verifiable method determined by the Board President. The acts of a majority of the Members present shall constitute the acts of the Board. A Board member must be present at the time of voting in order to vote - proxy votes will not be allowed. If less than half of the members of the Board are present at a meeting of the Board, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5 VIRTUAL MEETINGS: A virtual meeting is one which has no designated venue and all communications are via electronic means as defined above. Such a meeting is subject to all rules and procedures defined in these bylaws. The board may conduct virtual meetings as long as:

- a) the president has determined that no quorum of board members is physically available for a scheduled meeting
- b) a means of communication is made available to the general Trails For All membership.
- c) the notice of the meeting must clearly state that the meeting is virtual.

Article VII
COMMITTEES AND ADVISORY TEAM

Section 1 In order to facilitate the management of Trails For All, the Board may establish such committees, whether standing or special, as it deems necessary by appropriate resolution. Committees shall report to the Board no less than quarterly, and Committee actions are subject to review and approval of the Board to ensure consistency with the organization's mission. Committees may include:

A. COMMITTEES. The Board may, from time to time, establish committees as it deems necessary, including but not limited to a Budget and Finance Committee, Audit Committee, Fund Raising Committee, and Programs Committee.

B. ADVISORY TEAM. The Board may establish an Advisory Team, comprising individuals representing as many potential community and trail interests as possible, whose duties shall include representing broad community interests to ensure Board decisions are informed by as many perspectives as practical.

C. NOMINATING COMMITTEE. A Nominating Committee consisting of at least five members, the make-up of which may be some current Board members and at least one person that is not a current Board member. The Board shall appoint members of the Nominating Committee, whose duties shall be:

1. To assess and identify specific skills and expertise needed for the Board;
2. To solicit and recruit names of Board member nominees from the supporting membership and community at large; and
3. To nominate Board members candidates who are not currently members, but agree to become members in good standing.

Article VIII
CONTRACTS, CHECKS, DEPOSITS, GIFTS, GRANTS

Section 1 CONTRACTS. Any proposed contract negotiated by a Board member or designated agent needs Board approval prior to execution.

Section 2 DEPOSITS. All funds of the organization shall be deposited promptly to the credit of Trails For All in such federally insured banks, trust companies or other depositories as the Board may select.

Section 3 GIFTS. Any officer may accept, directly or through a Fiscal Sponsor, on behalf of Trails For All, any gifts of cash or cash equivalents that are unrestricted in use. Conditional or restricted gifts, grants, bequests or devises or gifts of other types of property shall first be approved by the Board before final acceptance.

Section 4 DISBURSEMENTS. Trails For All shall operate under a financial budget approved by the Board. The Treasurer is responsible for all disbursements.

- a) Disbursements of \$1000 and above must be authorized by vote of the Board and documented in Board minutes
- b) Disbursements made must be approved in writing/email by at least two Board members, including at least one of the President or Vice President and one additional non-Treasurer Board member. The Treasurer will retain these approvals for the record.
- c) At each regular meeting, the Treasurer will submit a list of disbursements made in the previous period. The report will include the means of disbursement (check or electronic transfer) and signatories as defined above. This list will be included in the meeting minutes.

Article IX

BOOKS AND RECORDS

Section 1 BOOKS AND RECORDS. Trails For All shall keep correct and complete records of accounts, disbursements, minutes of the proceedings of meetings, program accomplishments, volunteer stewardship, and project records, which record-keeping shall be administered by the Secretary and/or Treasurer of the Board. Records shall be maintained in a board approved cloud system as defined in article V section D.

Article X

CONFLICT OF INTEREST

Section 1 DISCLOSURE OF INTEREST. Any member, officer, contract employee or committee member having an existing or potential interest in a contract or other transaction presented to the Board for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make a prompt, full, and frank disclosure of the interest to the Board prior to its acting on such contract or transaction. The interested party shall disclose the nature and extent of the interest and any relevant and material facts, known to him or her, about the contract or transaction, which might reasonably be construed to be in conflict with Trails For All's interests.

Section 2 REFRAINING FROM ACTION. The Board shall determine, by majority vote of disinterested members, whether the disclosure shows that conflict of interest exists. If so, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, and such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. If it is determined that no conflict of interest exists, such person may participate normally in the discussions, deliberations and, if a Board member, voting on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

Section 3 DEFINITION OF INTEREST. For the purposes of this Article, a person shall be deemed to have an “interest” in a contract or other transaction if such person is the party (or one of the parties) contracting or dealing with Trails For All, or is a Director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with Trails For All, or is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

Article XI DISSOLUTION

Section 1 DISSOLUTION OF Trails For All. The Board may by a majority vote (of the entire Board) dissolve Trails For All when it is satisfied that Trails For All is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of Trails For All. Upon dissolution, all ~~assets funds~~ remaining after satisfaction of any obligations or liabilities shall be transferred to its Fiscal Sponsor, if any, or otherwise shall be transferred to the Wet Mountain Valley Community Foundation. TBD

Article XII INDEMNIFICATION AND LIABILITY

Section 1 INDEMNIFICATION

A. Trails For All shall indemnify and hold harmless each of its officers, directors, executive directors, coordinators, executive committee members, and volunteers against all liabilities, claims, and losses to person or property arising out of the performance of their actions and duties in service to Trails For All if they:

1. were not guilty of willful misconduct or a knowing violation of the criminal law in the performance of their duty;

2. acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of Trails For All;
3. with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful;
4. in the case of amounts paid in settlement, that such settlement was reasonable and in, or not opposed to, the best interests of Trails For All.

B. This indemnification includes reasonable expenses actually and necessarily incurred (including attorney's fees, costs, and judgments that may be assessed against them) by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was an officer, director, coordinator, executive committee member or volunteer of Trails For All. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by Trails For All in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall be determined ultimately that they are not entitled to be indemnified by Trails For All.

C. If, at any time, any provisions contained in the laws of the State of Colorado prohibit or limit indemnification in respect of any claim, action, suit, or proceeding, except upon a determination of the extent thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

Section 2 INSURANCE. Trails For All, with the approval of the Board, shall purchase and maintain liability insurance sufficient to cover liability related to Trails For All activities. In addition, Trails For All shall purchase and maintain on behalf of any person who is or was a Board member or Officer against any liability asserted against them or Trails For All and incurred by them or Trails For All in any such capacity, or arising out of their status as such, whether or not Trails For All would have the power to indemnify them against such liability under the provisions of this Article. This requirement can be satisfied if Trails For All is covered by insurance through a Fiscal Sponsor.

Article XIII
PARLIAMENTARY AUTHORITY

Section 1 **ROBERT’S RULES OF ORDER:** Robert’s Rules Of Order Newly Revised shall govern all meetings of Trails For All in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Article XIV
AMENDMENTS TO BYLAWS

Section 1 **AMENDMENTS TO BYLAWS.** These bylaws may be amended by a majority vote of the entire Board, provided the proposed change in bylaws was sent to members of the Board with advance notice of the meeting at which such proposed changes will be addressed.

Article XV
NON-DISCRIMINATION POLICY

Section 1 **NON DISCRIMINATION.** Trails For All does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Section 2 **PHYSICAL FITNESS.** In the interest of safety, Trails For All does reserve the right to require legal waivers and/or medical fit-to-work certificates for those activities that require demonstrable physical fitness.

Change Log:

Secretary Note: The change log is a clerical tool generated by the Secretary as a courtesy to readers interested in Bylaws development. The log documents changes at the Article level:

- “New” means an entire new Article.
- “Mod” means an addition, deletion or modification to an existing Article
- A keyword(s) may be included for reference
- Format/grammar changes are excluded

For actual textual changes, refer to the different versions of the Bylaws themselves. Since this exercise was not used at the formation of TFA, the log is incomplete and change documentation of early versions of the Bylaws will be added as time allows.

1. TFA BYLAWS approved 2018-09-11:

- a. Mod: Article I-3 Organization and Structure: incorporated entity, 501(c)3
- b. Mod: Article XIV-1 Amendments: Fiscal Sponsor (deleted)

2. TFA BYLAWS approved 2018-10-02:

- a. Mod: Article V-1-C Treasurer: reports
- b. Mod: Article V-1-D Secretary: web site
- c. Mod: Article VI-3 Notice of meetings: waiver
- d. Mod: Article VI-4: vote/quorum
- e. New: Article VI-5 Virtual Meetings
- f. Mod: Article VIII-4 Disbursements: non-check, reports
- g. Mod: Article IX Books and Records: cloud system

3. TFA BYLAWS approved 2018-12-11:

- a. New: Article XV: Non-discrimination policy

4. TFA BYLAWS approved 2019-03-13:

- a. Mod: Article VIII-4 Disbursements: approvals