



By-Laws
of the
North Country Trail Association, Inc.
A Michigan Nonprofit Association
As Amended April 30, 2011

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ARTICLE I

Offices

Section 1. PRINCIPAL OFFICE

The principal office of the Association shall be located at 229 East Main Street, Lowell, MI 49331.

Section 2. OTHER OFFICES

The Association may have other offices as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 3. PURPOSE

The North Country Trail Association develops, maintains, preserves and promotes the North Country National Scenic Trail through a trail-wide coalition of volunteers and affiliates/partners. In recognition of the role the trail environment plays in the experiences of trail users, the Association also strives to protect, in partnership with others, the natural, scenic, and historic resources of the North Country National Scenic Trail corridor.

Section 4. INCORPORATION

The Association is a non-stock, nonprofit 501(c)(3) corporation and is incorporated in the State of Michigan.

ARTICLE II

Members

Section 1. MEMBERSHIP AND CLASSES OF MEMBERS

The classes of members and the rights, qualifications, tenure and privileges of each class shall be determined by the Board of Directors and kept on file with the Executive Director. Honorary members may be appointed by the Board of Directors.

Section 2. DUTIES OF MEMBERS

All members may enjoy the benefits established for their membership. Members actively volunteering to perform additional duties such as trail building and maintenance, publicity contacts, land or rights-of-way acquisition, or other activities have the responsibility of conforming to the Association's safety and performance standards. These standards shall be established periodically by the Board as necessary as a policy to reduce volunteer risk and to protect the Association. Active member volunteers are responsible for conducting their activities in a manner that builds a positive public image and they should refrain from fraudulent activity, bad faith, self-dealing, and transactions involving material conflicts of interest.

Members volunteering for field activities that knowingly violate Association safety and performance standards and are injured may not be eligible for protections or benefits provided by the organization.

Section 3. VOTING RIGHTS

Each membership regardless of class of membership shall be entitled to a single vote on each matter submitted to vote of the members.

Section 4. SUSPENSION OR EXPULSION OF MEMBERS

The Board of Directors is empowered to pass a resolution suspending or expelling a member from this Association for any valid reason, such resolution not to take effect until affirmed by a two-thirds majority vote of the Board of Directors.

Section 5. TRANSFER OF MEMBERSHIP

No membership in this Association is transferable or assignable.

ARTICLE III

Dues

Section 1. ANNUAL DUES

The Board of Directors shall determine the amount of the dues payable to the Association by its members for each classification.

Section 2. PAYMENT OF DUES

Annual Dues shall be payable prior to becoming a member except in the case of special free memberships. Thereafter dues shall be payable annually, based on the membership anniversary date of the member, except in the case of Life Memberships which shall pay a one-time fee set by the Board of Directors.

Section 3. DEFAULT AND DETERMINATION OF MEMBERSHIP

When any member of any class shall be in default in payment of dues for a period of ninety (90) days from date on which such dues become payable, such membership will be terminated without further action by the Board. During the 90 period, they are not considered members in good standing.

ARTICLE IV

Meeting of Members

Section 1. ANNUAL MEETING

An Annual Meeting of the members shall be held at the Association's Annual Conference for the purpose of the transaction of business that comes before the members, for education of members, and for other purposes as determined by the Board of Directors.

Section 2. SPECIAL MEETINGS

Special meetings of members may be called by the Board of Directors to be held at times and places as may be determined by the Board of Directors.

Section 3. NOTICE OF MEETINGS

Written, printed, or electronic notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, or by electronic communication, to each member entitled to vote at such meeting not less than ten days before the date of such meeting. Notice in the principal publication of the Association is deemed a proper and qualifying means of notification providing it is published not less than two months before the date of the meeting. In case of a special meeting, the purpose for which the meeting was called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Conference with postage thereon paid. Any member may waive notice of any meeting.

Section 4. QUORUM

The members present shall constitute a quorum.

Section 5. PROXIES

At any meeting of the members, a member entitled to vote may vote by a written proxy. No proxy shall be valid after one year from its date of execution unless otherwise provided in the proxy.

Section 6. MAIL BALLOT

A-member may vote at any meeting called for any purpose by mail on a form prepared and sent to that member at the direction of the President of the Association. The ballot form is validated when signed by the member and returned to the principal office of the Association indicating the member's vote on any question, election, or resolution posed or recommended by the Board of Directors.

ARTICLE V

Board of Directors

Section 1. GENERAL POWERS

The affairs of this association shall be managed by its Board of Directors, which shall represent the interest of all the members.

Section 2. RESPONSIBILITIES

It is the responsibility of each Board member to participate in the Association's efforts in strategic planning, program oversight, approval of annual budget, Board committee activity, fund raising, annual financial review, policy development, supervision of Executive Director, Board development, in home state activities, and other Board work as determined by the President, and to stay informed of programmatic progress.

Section 3. NUMBER, COMPOSITION AND NOMINATION

A. Number of Directors

The Board of Directors shall have not less than (14), nor more than (21) members, of which 7 may be "at large". The Board, further, may appoint honorary directors as it sees fit. Each elected director shall have one vote.

B. Composition of Board and Nomination of Members

The elected Board of Directors shall consist of two seats assigned to each state through which the North Country NST passes with the remainder of the seats being "at-large." States are defined as North Dakota, Minnesota, Wisconsin & the Upper Peninsula of Michigan, Lower Michigan, Ohio, Pennsylvania, and New York. To the extent consistent with the Association needs and goals, the geographic representation shall be equalized to the maximum feasible extent. A general nominating committee of the Board of Directors shall nominate candidates for all state and at-large seats as they are needed.

The Board may appoint advisory councils from time to time as they are needed. The Council will consist of members or other interested supporters who will provide advice and counsel on issues or accomplish specific tasks as set forth by the Board.

The Executive Committee, consisting of the President, First Vice President, Vice Presidents East & West, and Secretary may from time to time, add individuals with particular skills, associations or interest to the Board by appointing such individuals to Honorary Seats. Honorary Directors shall not have a vote.

C. Honorary Board Members

Honorary Board Members shall be appointed as provided above to serve a term of three years. Honorary Board members are not required to attend meetings. Honorary Board Members may participate in all Board activities noted in Section 2 above. They will be expected to permit the Association to use their names for the purposes of fund raising, publicizing the organization and furthering its interests. Honorary Board members may resign at their discretion but agree to the conditions of their appointment for the duration of their term of office.

Section 4. TERMS and TENURE

Directors are elected for three (3) year terms and may serve three (3) consecutive terms. Directors having served three consecutive terms may not stand for re-election to the Board for one year, except as stated elsewhere in these By-Laws.

Section 5. ELECTION

One third (1/3) of the Directors (4 to 7 seats) shall stand for election each year. If no nominee has been received for a seat open for election, that seat shall remain vacant until such time as the seat is filled following the procedures outlined by these by-laws for filling vacant Board seats.

Directors shall be elected to the Board through a mail ballot of all current memberships of the Association. Each membership classification of the Association shall have no more than one vote for each Board seat up for election. One ballot shall be delivered to the address on record for each membership at least 30 days prior to the deadline for return of the ballot. A ballot reproduced in the principal publication of the Association is deemed proper and qualifying. To be counted, ballots must be returned to the principal office of the Association by the deadline stated on the ballot and must be signed by one member in good standing. Space for a write-in candidate for each open position shall be provided on the ballot.

Section 6. QUALIFICATIONS

Directors shall be members in good standing, who have a desire and willingness to advance the purposes of the Association and are willing to perform the duties specified in these By-Laws. Directors should be willing to serve as an officer and/or to serve on committees in their field of interest or as appointed by the Board President. Additional qualifications may be established by the Board of Directors.

Section 7. REGULAR MEETINGS

The Board of Directors shall meet three times per year, with one such meeting being held in conjunction with and at the same place as the annual meeting of the members. A meeting shall be held approximately thirty (30) days prior to the end of the fiscal year for the express purpose of reviewing the financial position and operating budget for the next fiscal year, plus other business of note. The Board of Directors may provide by resolution the time or place for holding of additional regular meetings of the Board without other notice than such resolution.

Section 8. SPECIAL MEETINGS

Special meetings may be called by the Executive Committee at such times and places as it deems appropriate or necessary. Notice of any special meeting of the Board of Directors shall be given at least two weeks prior thereto by written notice delivered personally, sent by mail, or by electronic communication consented to by the member to whom the notice is given, or by other means to each member of the Board of Directors to the address shown in the records of the Association.

Section 9. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the Board of Directors is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting from time to time without further notice. Each member of the Board of Directors present shall have one vote, with the exception of non-voting Honorary Members.

Section 10. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise required by law or set forth in these By-Laws.

Section 11. VACANCIES

Any vacancy occurring in the Board of Directors shall be filled by appointment by the President to serve for the remainder of the vacant term. Partial terms of two years or less shall not be considered in the application of term limits. Vacant Board positions not filled by appointment will be filled by a nomination procedure conducted by the Nominating Committee as needed.

Section 12. COMPENSATION

Directors as such shall not receive any stated compensation for their services, but by resolution of the Board of Directors, expenses, including but not limited to travel and lodging as identified in the Board Compensation Policy may be allowed; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 13. CONSENT IN LIEU OF MEETING

Any action to be taken at a meeting of the Directors or a committee thereof may be taken without a meeting if consent is given in writing, setting forth the actions to be taken, and approved by the majority of the Directors or committee members, as appropriate.

Section 14. LIABILITY OF DIRECTORS

A director is required to refrain from fraud, bad faith, self-dealing, and transactions involving material conflicts of interest (duty of loyalty) and to exercise his or her business judgment on an informal basis (duty of care). An Association member or the Association itself may pursue an action against a Director for monetary damages only if there is evidence of a breach of duty of loyalty, a failure to act in good faith, intentional misconduct, a knowing violation of law, an improper personal benefit, a "grossly negligent" business decision, an illegal distribution of assets, or an improper loan. The Association will assume liability to any person - other than Association members or the Association itself - for acts or omissions of a Director only when such acts are undertaken in the good faith performance of the Director's duties.

Section 15. REMOVAL

Any member of the Board may be removed by a majority vote of the full Board. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of the Association would be served thereby.

ARTICLE VI **Officers**

Section 1. OFFICERS

The officers of the Association shall be members of the Board of Directors and shall be a President; First Vice President, Vice Presidents East & West, and Secretary. The Board of Directors may elect or appoint such other assistants as it shall deem desirable, such positions to have the authority to perform the duties prescribed from time to time by the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICERS

A. President, First Vice President and Secretary

The President, First Vice President and Secretary of the Association shall be members of the Board of Directors and elected by the Board at the annual Membership Conference.

B. Vice Presidents East and West

The Vice President, East, shall be elected by the Board of Directors from those Directors residing in

New York, Pennsylvania, Ohio or Lower Michigan. The Vice President, West, shall be elected by the Board of Directors from those Directors residing in North Dakota, Minnesota, Wisconsin, or Upper Michigan.

C. Terms of Officers

The President, Vice Presidents and Secretary shall be elected and take office at the regular board meeting held in conjunction with the Annual Membership meeting, according to their terms of office. They shall serve for a term of two (2) years, or until their successor has been elected. Officers may be re-elected only one time. A director who is elected to any of these offices may complete his/her term even though they are ineligible to be re-elected to the Board.

Section 3. REMOVAL

Any officer may be removed by a majority vote of the full Board. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of the Association would be served thereby.

Section 4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT

The President shall be the principal officer of the Association and may in general supervise and control all of the business and affairs of the Association. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, if so required, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENTS

A. Absence of the President

In the absence of the President or in the event of his or her inability or refusal to act, the duties of the President shall be performed by the First Vice President. In the event of his or her inability or refusal to act, the Secretary shall perform the duties of the President. Either officer, when so acting, shall have all the powers of and be subject to all restrictions upon the President.

B. Responsibilities of the First Vice President

The First Vice President shall be responsible for all funds and securities of the Association and shall oversee the deposit of all such monies in the name of the Association in such banks, trust

companies, or other depositories as shall be selected by the Board of Directors. S/he also shall oversee the development and management of the Association's budget, auditing of the Association's finances, and, in general, perform all of the duties incident to the office of First Vice President and such other duties as from time to time may be assigned by the President or by the Board of Directors. The First Vice President shall be automatically elected by the Board to assume the office of President at the end of the President's term of office, or, if that office may become vacant prior to the end of the President's term. However, in the event that the first Vice President is unwilling or unable to serve as President due to reasons of health or personal circumstances, or if a 2/3 majority of the Board of Directors has reason to question his/her anticipated leadership role, the nomination will be withheld. At the same time, the Board shall initiate actions to identify one or more qualified nominees for the office of President within 45 days.

The First Vice President shall annually review the Bylaws and Strategic Plan and recommend changes as appropriate with input from the Executive Committee or appointed Ad Hoc committee for presentation to the Board of Directors for approval.

C. Responsibilities of Vice Presidents, East and West

The East and West Vice Presidents shall be responsible for promoting beneficial coordination of efforts and communication between the Chapters, and Affiliate organizations within their jurisdiction and for representing them on the Executive Committee. They shall provide oversight to volunteer programs within their jurisdiction. They also shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 7. SECRETARY

The Secretary shall: oversee the keeping of the minutes of the meetings of the members and of the Board of Directors; record actions made by the Executive Committee on behalf of the Board of Directors and report such actions from time to time to the Board; see all notices are duly given in accordance with the provisions of these By-Laws or as required by law; oversee the disposition of and custody of the corporate records; provide oversight to the production of the "North Star"; membership communication and outreach; perform the duties of President in the event the First Vice President is unable or refuses to carry out the duties of the office of President; and, in general, perform all duties from time to time as may be assigned to s/he by the President or by the Board of Directors.

ARTICLE VII

Committees

Section 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the three Vice Presidents and the Secretary. It shall carry out policies previously established by the Board of Directors. Actions of the Executive Committee shall be by majority vote of all its members, with votes conducted either at a meeting or by e-mail, telephone or other agreed-upon means sufficient to establish a record of the decision. The

Executive Director, if any, shall be an ex-officio, non-voting member of the executive committee. For a period of two years after leaving office, the immediate past President shall be an ex-officio non-voting member of the Executive Committee. The Executive Committee is authorized to make all contracts and authorize all transactions in the ordinary course of business of the Association, and to do all things necessary and incident thereto.

Section 2. STANDING COMMITTEES

The President shall appoint or approve the appointment of the chairs and members of the following standing committees.

Nominating – responsible for nominating candidates and officers for the Board of Directors.

Awards – responsible for soliciting award nominations, deciding recipients, and presenting awards at the annual Membership Conference.

Field Grants – responsible for the Field Grant program

Conference Committee – responsible for planning and execution of annual Conference. Committee to include leadership of immediate past and immediate future conference committees.

Development – Responsible for fund raising and development planning

Section 3. OTHER COMMITTEES

Other Committees consisting of Directors and members may be convened as needed with committee chair and members being appointed and removed by the President. One member of each committee shall be appointed or approved as chairperson by the President

Section 4. ADVISORY COUNCILS

The Board may appoint advisory councils as desired or needed. The councils will consist of members or other interested supporters who may provide advice and counsel on issues or accomplish specific tasks.

ARTICLE VIII

Executive Director

An Executive Director may be employed or serve in a voluntary role by confirmation of the Board of Directors. The Executive Director shall take direction from the President and/or the Executive Committee and shall report to them from time to time as they deem appropriate. The Executive Director shall act as chief operating officer of the Association and shall have direct line authority over the Association's employees. Subject to the authority of the Board and the President, the Executive Director is responsible for the administration of the Association and for carrying out the policies established by the Board. In the event that there is no Executive Director, or the Executive Director is unable or unwilling to perform the position's duties, the President may assume the duties of the Executive Director or a designee(s) may be appointed by the Board of Directors to serve as the interim Executive Director.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS

The Board of Directors may authorize any officer or agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. CHECKS DRAFTS. AND OTHER ORDERS FOR PAYMENT

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by authorized officers or agents of the Association determined by resolution of the Board of Directors.

Section 3. DEPOSITS

All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories in accordance with the investment policies established by the Board of Directors.

Section 4. GIFTS

The Board of Directors or Executive Director may accept on behalf of the Association any contribution, gift, bequest, or devise for the general or special purposes of the Association. Gifts offered with restrictions establishing programs or projects outside the scope of the Association's mission or existing plans must specifically be approved or refused by a vote of the Board of Directors or Executive Committee.

Section 5. FISCAL YEAR

The Association's fiscal year shall be the calendar year unless a resolution of the Board of Directors designates otherwise.

Section 6. BUDGET

Prior to the start of each fiscal year, the Board of Directors shall adopt a budget for the following fiscal year. It shall be the responsibility of the First Vice President, in consultation with the Executive Director, President and other interested persons, to provide the Board of Directors with budget recommendations. The Board of Directors may revise the budget as necessary during the fiscal year.

ARTICLE X

Miscellaneous

Section 1. BOOKS AND RECORDS

This Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and records of actions by committees having the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Association may be inspected by any member, or his, her or its agent or attorney, for any proper purpose at any reasonable time, except that the Board of Directors is authorized to place restrictions on the access and use of the Association's membership records.

The books, records, or other documents of the Association, deemed to be of historical value by the Board, will be preserved in a manner that will permit their retrieval for research or other purposes.

Section 2. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or By-Laws of the Association, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. DISSOLUTION

In the event of the dissolution of the Association, its remaining assets, if any, shall be distributed to one or more organizations having similar objectives and purposes in accordance with Section 501(c)(3) of the Internal Revenue Code as now in force or afterward amended. Such distribution shall be determined by the Board of Directors.

ARTICLE XI

Amendments

The By-Laws, upon proper motion by a member of the Association and second by a member of the Association, may be amended by a two-thirds vote of the members of the Association present and voting at the annual meeting of the members when a quorum is present or by a two-thirds vote of the Board of Directors at any meeting of the Board of Directors. When changes to the By-Laws are made by the Board of Directors, notice of such changes shall be published in an appropriate Association-wide publication.

ARTICLE XII

Chapters

Section 1. CHAPTERS

A Chapter is a Chartered group of Association members that work on the local level to achieve the Association's goals and mission. Its By-Laws shall be consistent with those of the Association and any requirements set forth by the Association, and its activities and operations shall conform to its Charter.

Section 2. FORMATION

A group of at least ten NCTA members may form a chapter by developing a Charter based on the current template offered by the Association and applying to the Board for its approval. Upon approving the Charter, the Board will recognize the Chapter. In the interim between Board meetings, the Executive Committee of the Board may extend conditional recognition to a group, temporarily qualifying it for Association funding or other benefits available to Chapters, with the understanding that the Board itself holds the authority for final approval or denial of the group's Charter.

Section 3. CHARTERS

Initial Charters for new Chapters shall last five years. Upon expiration of the Initial Charter, a Chapter may, with the consent of the President of the Association, receive a permanent Charter, providing that any additional requirements set forth by the Association have been met. Charters may be revised at any time with the consent of the Chapter President or Chair, the Association President, and any other Chapters that may be affected by the revision.

Section 4. MEMBERSHIP AND DUES

All Chapter members shall be Association members. Chapters are not allowed members who are not members of the Association. Affiliation with a Chapter will be voluntary and shall not affect Association membership standing. Chapters may establish chapter dues payable by their members, in addition to regular Association membership dues.

Section 5. CONTRACTS

Chapters may not enter into contracts or agreements that bind the Association. Any agreements signed by a Chapter without the endorsement of the Association Board of Directors will not be recognized by the Association and therefore will not carry the protections or bearing of having been signed by an insured and legally incorporated 501(c)(3) entity.

Section 6. DISSOLUTION

A Chapter Charter may be revoked and the Chapter dissolved at any time by the Board of Directors, with sufficient notice given to the Chapter, whenever, in the judgment of the Board, the best interests of the Association would be served thereby. A Chapter may only disband itself by a vote of its

membership, in which all Chapter members are provided sufficient opportunity to vote, and at least two-thirds of the votes cast support disbanding. In the event of the dissolution of a Chapter, all assets of the Chapter shall be redistributed or used, as determined by the Association Board of Directors.

ARTICLE XIII

Affiliate/Partner Organizations and Corporations

Section 1. REQUIREMENTS FOR AFFILIATE STATUS

An Affiliate/Partner of the Association is an independently financed organization or corporation that is a dues-paying member of the Association; actively supports the mission, goals and vision of the Association; and has signed an appropriate Affiliate/Partner Agreement with the Association.

A. Trail Managing Affiliates

Organizations and corporations that manage or intend to establish and manage trail, a portion of which coincides or will coincide with the North Country National Scenic Trail, may apply for Trail Managing Affiliate/Partner status with the Association. The duties, benefits and expectations of such status shall be defined by the Board of Directors and set forth in the entity's Trail Managing Affiliate/Partner Agreement. Not-for-profit corporations, having signed an Affiliate/Partner Agreement with the Association prior to 2003, shall be considered Trail Managing Affiliates under their pre-existing agreements.

B. Supporting Affiliates

Not-for-profit and for-profit corporations that provide significant and ongoing assistance to the Association including, but not limited to, administration, planning, coordination, financial support, volunteer labor or communications, may apply for Supporting Affiliate status with the Association. The duties, benefits and expectations of such status shall be defined by the Board of Directors and set forth in the entity's Supporting Affiliate Agreement.

ARTICLE XIV

Volunteer Councils

Section 1. FORMATION OF VOLUNTEER COUNCILS

Volunteer Councils may be formed at the request of members, chapters and/or affiliates for their respective state or geographic areas. Such requests may be approved by the Executive Committee, to be ratified by the Board of Directors at their next scheduled meeting.

Section 2. PURPOSES OF THE VOLUNTEER COUNCIL

The purposes of a Volunteer Council may, in conjunction with the Executive Director of the NCTA or his/her representative, be as follows:

- To develop and implement a combined statewide fund raising strategy and effort.
- To develop and implement a statewide legislative initiative and contacts.
- To identify and recommend potential Board members to represent the Council.
- To develop and implement a plan for construction and maintenance of the Trail within a state.
- To strengthen cooperation and communication between chapters and Affiliates.
- To provide responses and reactions to requests from the President, Board, Executive Director, or other partners.
- To plan, coordinate, and promote public relations effort within the state or region.
- To act as a state or regional body that interacts with outside agencies, organizations and the public on statewide or regional matters.
- To share ideas, recruitment efforts, management problems and successes, and coordinate events.

Councils do not have authority to act on behalf of the Board.

Section 3. NUMBER AND GEOGRAPHIC DESCRIPTION

The Volunteer Councils may be geographically constituted as follows:

- New York
- Pennsylvania
- Ohio
- Michigan, Lower Peninsula
- Michigan, Upper Peninsula & Wisconsin
- Minnesota
- North Dakota

Once a Council has been established, its geographic parameters may be changed with approval of the Executive Committee of the Board of Directors.

Section 4. COMPOSITION

Each Council formed shall include the following volunteers from its designated region:

- One representative appointed by each Chapter President
- One representative appointed by each Affiliate
- Board members from State
- One staff member of the Association, if any is available in that region, appointed by the Association President may serve as an ex officio member

In addition, each Council may have additional members appointed by the President or as desired by the Council.

Section 5. OFFICERS

A Council activated by the Association President or Board shall have its chair person appointed by the President. Any other officers shall be elected by the Council Representatives. Councils constituted by Chapters shall have all of its officers elected by Council representatives.

A. Chair

The Chair will call, organize and conduct the meetings of the Volunteer Council, and perform other duties as set forth by the Council or the Association.

Section 6. MEETINGS OF THE VOLUNTEER COUNCILS

A Volunteer Council may conduct business through meetings, telephone calls, mail, e-mail or other means deemed appropriate and agreeable by the Council, provided that such activities provide sufficient opportunity for participation by all members of the Council.

A Volunteer Council shall forward a roster of their members, notice of meetings, and timely delivery of agendas and minutes to the Executive Director.

Section 7. DISSOLUTION OF THE VOLUNTEER COUNCIL

In the event a Volunteer Council becomes inactive or disbands, funds credited to the Volunteer Council account will revert to the Association.

APPROVED: April 30, 2011