

**BYLAWS OF THE WESTERN MICHIGAN CHAPTER
OF THE NORTH COUNTRY TRAIL ASSOCIATION**

ARTICLE I – Purposes

The purposes of the Western Michigan Chapter (“**Chapter**”) of the North Country Trail Association (“**NCTA**” or “**Association**”) are to develop, maintain, protect and promote the North Country National Scenic Trail (“**NCNST**”) in the Chapter Area defined in the Chapter Charter (“**Charter**”) through the fulfillment of the Chapter commitments outlined in the Charter.

The purposes of the Chapter are derived from, and are subject to, the Charter. The Chapter is not a separate legal entity, and derives its existence and authority only from that which is specifically delegated to it pursuant to the Charter, resolutions or directives of the Association’s Board of Directors, and any agreement entered into between the Chapter and the Association, all of which must be consistent with the provisions of the Articles of Incorporation and Bylaws of the Association, as they may be amended or modified from time to time (collectively, “**Association Governance Documents**”), and applicable law. Capitalized terms not defined in these Bylaws shall have the meanings given to them in the Charter or the Association Governance Documents, except as follows: (a) references to the Bylaws shall be to these Bylaws unless otherwise indicated; (b) references to officer positions shall be to the officers of the Chapter unless otherwise indicated; and (c) references to members shall be to the members of the Chapter unless otherwise indicated.

ARTICLE II – Office

The principal office of the Chapter shall be the address of the NCTA Headquarters or as determined by the Chapter Leadership Committee (defined below).

ARTICLE III - Membership

Chapter members shall be defined as any member of the NCTA in good standing who advises the Association of their affiliation with the Chapter. Classes of membership, admission, expulsion, dues, restrictions, obligations and other related policies shall be those set forth in the Association Governance Documents and NCTA policies, which supersede the Charter and these Bylaws.

ARTICLE IV – Meetings of Members

Section 1: Regular Meetings

Meetings of the Chapter members shall be held annually at a location and time determined by the Chapter’s Leadership Committee.

Section 2: Special Meetings

A special meeting may be called by the President and one other officer or by not less than 5% of the Chapter members.

Section 3: Annual Meetings

An annual meeting, which shall be a regular meeting, shall be held at a time and place to be selected by the Leadership Committee for the purpose of electing members of the Leadership Committee and for the transaction of such other business as comes before the meeting. If the election of officers is not held on the designated annual meeting date, it shall be held at a special meeting.

Section 4: Notice of Meetings

Written notice of the date, time, and place, if any, of a member meeting shall be given to members of record of the Chapter not less than 10 nor more than 60 days before the date of the meeting, either personally, by mail, by publication in a Chapter publication that is circulated to all members (each an “**official publication**”), or by a form of electronic transmission. If, as authorized by the Leadership Committee, a member may be present at the meeting by remote communication, the means of remote communication allowed shall be specified in the notice of the meeting. In the case of a special meeting, the purpose for which the meeting was called shall be stated in the notice. Any member may waive notice of any meeting (and thereby cure a deficiency in the notification procedure), and attendance at a meeting by a member shall be deemed to be such a waiver unless the member objects to the holding of the meeting, at the beginning of the meeting, because the meeting was not properly noticed in compliance with the above procedures.

Section 5: Quorum and Vote

A quorum for all Chapter member meetings shall consist of those members in attendance at a properly noticed and convened meeting. Proper and effective votes at member meetings shall be carried by a simple majority of those members present. The ability of Chapter members to vote on Chapter affairs shall not constitute the right to vote on Association affairs, which is prohibited by the Michigan Nonprofit Corporation Act for directorship corporations such as the NCTA.

Section 6: Conduct of Meeting

Member meetings shall be conducted as follows:

- a. The President shall determine the order of the meeting and shall have the authority to establish rules for the conduct of the meeting. Any rules adopted for, and the conduct of, the meeting shall be fair to members.
- b. If disorder arises that prevents the continuation of the meeting, the President may adjourn the meeting.
- c. The President may require any person who is not a member of record to leave the meeting.
- d. If the President is not present at a meeting, the above roles shall be filled by the Vice President, Treasurer or Secretary, in that order.
- e. If present, the Executive Director of the Association may request, and shall thereby be automatically given, the authority to conduct a Chapter meeting as if he or she were the President.

ARTICLE V – Leadership Committee³

Section 1: Composition

The Chapter’s Leadership Committee shall consist of the officers of the Chapter and up to 5 elected at large members (meaning elected Chapter members who are not officers of the Chapter)(“**At-Large Members**”). The At-Large Members will be elected in the same manner as the officers of the Chapter. The Leadership Committee shall determine policies and priorities establish the Chapter’s budget and approve expenditures, and function in any other manner deemed advisable by formal action of the Leadership Committee. The Leadership Committee will meet quarterly unless deemed unnecessary by a majority of the Leadership Committee. A quorum shall be a simple majority of the Leadership Committee members.

Section 2: Qualifications for Leadership Committee Members

To serve on the Chapter’s Leadership Committee, a member must be a member in good standing of the NCTA who has chosen to affiliate him or herself with the Chapter. The member also shall agree to commit the time and efforts necessary to the satisfactory performance of his or her duties.

Section 3: Compensation

Leadership Committee members as such shall not receive any stated compensations for their services as Leadership Committee Members, but by resolution of the Leadership Committee, expenses of office, including but not limited to travel, phone, and mailings may be allowed; but nothing herein contained shall be construed to preclude any member from serving the Chapter or the Association as a whole in any other capacity and receiving reasonable compensation therefore.

Section 4: Election and Term of Leadership Committee Members

At Large Members shall serve 3 year terms on the Leadership Committee, and may serve up to 2 terms or 6 consecutive years on the Leadership Committee in varying roles, whether as officers or as At-Large Members of the Leadership Committee. Any member whose service on the Leadership Committee exceeds the above time limit shall not be eligible for election to an officer or At-Large Member position for one year, after which they would again be eligible for election, provided, however, that if no other members are willing and able to serve, the above limit in duration may be extended as necessary by a majority vote of the disinterested Leadership Committee members. Terms of Leadership Committee members shall be staggered so that approximately half of the seats come up for election each year, and the term of any vacant officer or At-Large Member position may be reduced for one election cycle by a majority vote of the Leadership Committee to accomplish or restore such staggered terms. A slate of candidates shall be submitted to the Chapter members at the annual members meeting. Additional nominations for each office may be made from the floor at the meeting. Officers and At-Large Members shall be elected by a simple majority vote of those members present at the annual members meeting. In the case of no candidate receiving a simple majority, the candidate with the least number of votes shall be dropped and an additional vote taken for the remaining candidates. Leadership Committee members shall begin their tenure immediately following their election.

Section 5: Vacancies

In the event of vacancies between elections, the President (or in case of the presidency being vacant, the Vice-President) shall nominate a member to fill the vacancy, and this person shall be elected to fill the vacancy if approved by a majority of the Leadership Committee. If a nominee is not approved by a majority of the Leadership Committee, the President (or Vice-President, as appropriate), shall select another nominee for consideration, and this process shall continue until a successor is elected by a majority of the Leadership Committee.

Section 6: Removal

Any officer or At-Large Member of the Leadership Committee may be removed by a majority vote of the full Leadership Committee. Any member of the Chapter may propose a removal to the Leadership Committee, who shall promptly vote on that removal. The member whose removal is under consideration shall be duly informed before any action of the Leadership Committee and given an opportunity to be heard. Removal may be with or without cause whenever, in the judgment of the Leadership Committee, the best interests of the Chapter would be served thereby.

Section 7: Resignation

Any officer or At-Large Member of the Leadership Committee may resign by written notice to the Leadership Committee. A resignation is effective upon its receipt by the Leadership Committee or at a later time specified in the notice.

Section 8: Emergency Situations

If a majority of Leadership Committee members are removed or resign within any one year period (other than by the normal expiration of terms), the Executive Director of the Association shall have the discretion to take any and all action necessary to restore stability to the Leadership Committee, whether by the appointment or removal of any and all officers and At-Large Members, the calling of a special meeting, or any other means, each within the Executive Director's sole and absolute discretion.

Section 9: Electronic Participation in Meeting.

A member of the Leadership Committee or any other Chapter committee may participate in a meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with each other. Such participation in a meeting constitutes presence in person at the meeting. A committee member must be permitted to participate in a meeting by such means if the committee member so requests.

Section 10: Action by Written Consent.

Any action required or permitted to be taken at a meeting of the Leadership Committee or any other Chapter committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the committee. The consent has the same effect as a vote of the committee for all purposes.

An electronic transmission consenting to an action transmitted by a committee member shall be considered written, signed, and dated if the electronic transmission is delivered with information from which the chair of the committee can determine (a) that the electronic transmission was transmitted by the member, and (b) the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed. A consent given by electronic transmission is not delivered until it is received by the chair of the committee and reproduced in paper form.

ARTICLE VI - Officers

Section 1: Officers

The elected officers of the Chapter shall consist of a President, a Vice-President, a Treasurer and a Secretary. Other officers, such as a Trail Manager, or Event Manager may also be appointed. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Association Governance Documents, the Charter, or these Bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2: Term of Officers

Each officer shall serve for a term of 3 years and, notwithstanding Article V Section 4, may serve in the same position for no more than 2 consecutive terms. Notwithstanding the forgoing, each officer shall continue to hold office until a successor shall have been duly qualified and elected.

Section 3: President

Subject to the limitations of Article IV, Section 6, the President shall preside at all meetings, direct the activities of the Chapter, and act as spokesperson and chief liaison to the NCTA for the Chapter. The President and/or Leadership Committee may appoint or remove as necessary ad hoc committees. The President is a voting member of all standing or special committees.

Section 4: Vice-President

The Vice-President shall assist the President in conducting the functions of the President, and serve as a substitute for the President in the event of the President's absence.

Section 5: Secretary

The Secretary shall maintain a permanent written record of member meetings and Leadership Committee meetings, each of which shall be reviewed and approved at the next meeting of that body; provide notices of any such meetings in accordance with the provisions of these Bylaws or as required by law; oversee the disposition of and custody of the corporate records; and, in general, perform all duties from time to time as may be assigned by the President or by the Leadership Committee.

Section 6: Treasurer

The Treasurer shall be responsible for all funds of the Chapter in cooperation with the Association and subject to the policies of the Association; serve as liaison to the principal office of the Association in all issues regarding Chapter finances; forward all Chapter revenues and related documentation to the principal office of the Association for deposit to the Chapter's account; review, approve for payment where appropriate, and submit all bills and expenses to the principal office of the Association for payment; track all awarded grant expenditures and communicate anticipated spending with the Association; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Leadership Committee.

ARTICLE VII - Committees

The following shall be standing committees of the Chapter: None

Ad hoc committees and their chairs shall be appointed/removed by the President of the Chapter and terms assigned as deemed necessary to fulfill the purposes and functions of the Chapter.

Committee members must be NCTA members, but may or may not also be Leadership Committee members.

ARTICLE VIII – Contracts and Agreements

Neither the President nor any other officer may enter into any agreement on behalf of the Chapter or Association since the Chapter is not a separate legal entity, and does not have the authority, without specific authorization, to enter into agreements that bind either itself or the Association. If an agreement needs to be signed, it must be referred to the principal office of the NCTA for action. Individuals who violate this prohibition may expose themselves to personal liability for the performance of the agreement.

ARTICLE IX - Finances

Section 1: Compliance with Association Policies; Limitations

All financial policies of the Chapter shall comply with, and be subject to, the financial policies of the Association as they may be adopted and amended from time to time, including, without limitation, the Policy on Management of Chapter and State Funds. Without limiting the generality of the forgoing, all expenditures must be in furtherance of the Association's nonprofit and tax exempt purposes, and no expenditure may be made in support of a political candidate.

Section 2: Dues

Dues are paid to the national Association office, which transfers a portion to the Chapter's account, with the amount determined by the policies of the Association in affect from time to time.

Section 3: Fiscal Year

The fiscal year of the Chapter shall the same as the fiscal year of the Association.

Section 4: Annual Budget

Before the start of each calendar year, the Secretary/Treasurer and President shall prepare an annual budget for the Chapter. This budget shall be reviewed and approved by the Leadership Committee. Approval of the budget, or any portion of that budget, at any monthly meeting authorizes the appropriate committees to expend Chapter funds as specified in all approved portions of that budget, subject to availability. All subsequent expenditures outside of the budget shall be authorized by the Leadership Committee.

Section 5: Expenditure of Funds

Chapter funds beyond those specified in the annual budget may only be expended as follows:

- For any amount of \$500.00 or less, funds may be expended when the President authorizes payment of reasonable compensation for services rendered or expenses incurred in supporting the goals of the Chapter, either explicitly or through the annual budgeting process. For any amount above \$500.00 in Chapter funds, the President must first receive a majority vote by Chapter officers to authorize payment of reasonable compensation for services rendered or expenses incurred in supporting the goals of the Chapter.
- Approval of expenditures for reimbursement or payment shall follow procedures drafted by the Chapter Treasurer and approved by the Leadership Committee. Documentation of expenditures and subsequent reimbursement shall follow procedures established by the NCTA.
- Any request for funds to be used by an outside organization must be submitted in writing to the Leadership Committee, who will vote upon the request. The request will show how these funds will be spent.

Section 6: Annual Financial Review

Each year the President, with the approval of the Leadership Committee, shall appoint a three-member financial review committee to audit the Chapter's financial records for the previous year. The financial review committee shall report their findings in writing to the Leadership Committee. Such review shall be made a permanent record of the Chapter and shall be available to the Chapter members.

ARTICLE X – Disbanding

The Chapter may only disband by a vote of its members, in which all Chapter members are provided sufficient notice and an opportunity to vote, and at which at least two-thirds of the votes are cast in support of disbanding. If the Chapter does disband, all assets of the Chapter shall revert to the NCTA for redistribution or use as determined by the NCTA Executive Committee or the NCTA Board of Directors. Notwithstanding the forgoing, the Charter of the Chapter may also be revoked according to the Charter's terms and the Association Governance Documents.

ARTICLE XI - Amendments

These Bylaws may be amended by (1) the vote of a 2/3rds majority of the members and the approval of the Association's Executive Committee, (2) the vote of a 2/3rds majority of the Leadership Committee and the approval of the Association's Executive Committee, or (3) the Association's Board of Directors. Proposed amendments to the Bylaws may be submitted in writing by any member of the Chapter, Leadership Committee or Association Board of Directors, and shall be circulated at least one month but not more than 90 days prior to the meeting at which the proposed amendment will be voted on for approval.